

BONUS ULTIMATE VISION STORY INSIDE!

ISSUE

88

ULTIMATE SPIDER-MAN®



SILVER SABLE: PART 3

BENDIS
BAGLEY
DELL

MARVEL®

© 2011 Marvel Characters, Inc. All rights reserved.

WWW.MARVEL.COM

ULTIMATE SPIDER-MAN

PREVIOUSLY



The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Having recently broken up with his girlfriend, Mary Jane, Peter started seeing the X-Men's Kitty Pryde. But Peter's happiness is short-lived, as the dangerous mercenary group The Wild Pack, led by the beautiful and deadly Silver Sable, is hired to capture Spider-Man!

The Pack tracks Spider-Man to Midtown High School, and as Spidey changes out of his costume, the mercenaries make their move—but in a case of mistaken identity, they capture Peter's high school rival, Flash Thompson!

As the Pack realize their mistake, Flash escapes, running to the authorities. This causes a media feeding-frenzy at Midtown High the next morning, as Peter, carrying his Spider-Man costume in his backpack, walks right into the most dangerous trap he's yet encountered—a random bag check!

Writer
Brian Michael Bendis
Production
Omar Otieku

Penciler
Mark Bagley
Assistant Editors
John Barber & Nicole Wiley

Inker
Scott Hanna
Editor
Ralph Macchio

Colorist
Justin Ponsor
Editor in Chief
Joe Quesada

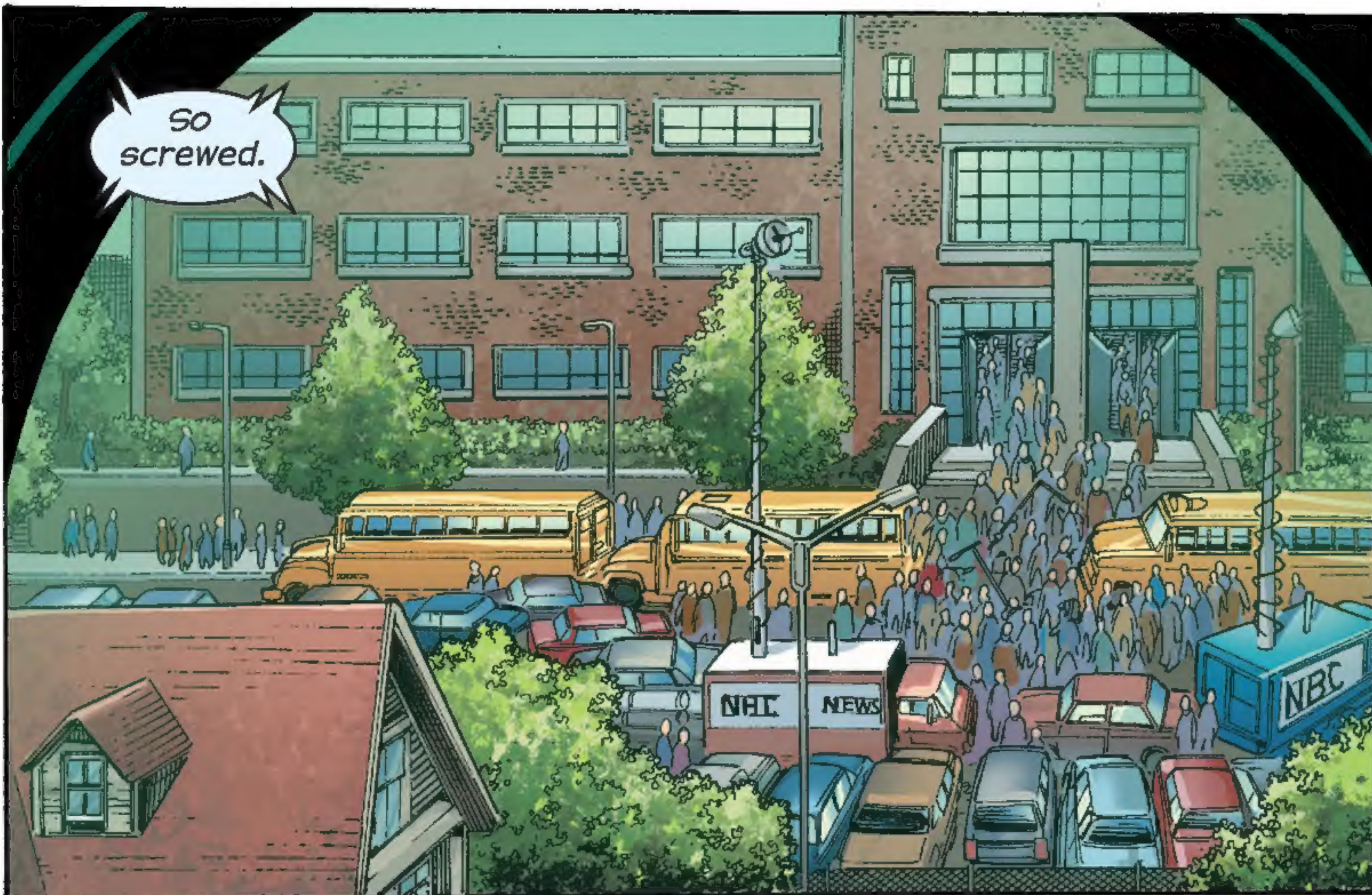
Letterer
Chris Eliopoulos
Publisher
Dan Buckley

Cover: Mark Bagley & Richard Isanove

To find Marvel Comics at a local comic shop, call 1-888-COMICBOOK.



Wow, are we so entirely screwed.



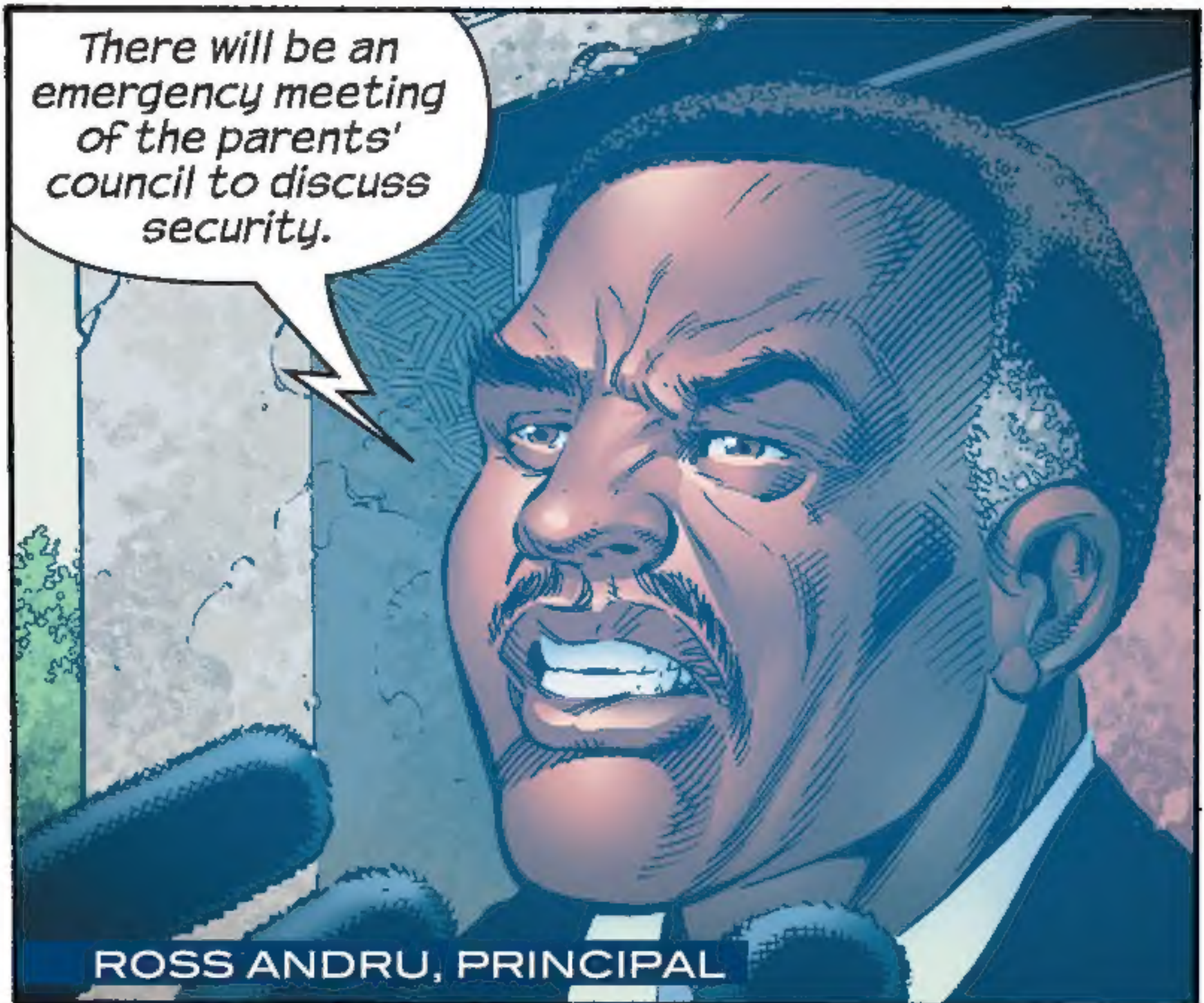
So screwed.



Sable, the media is--

It's all over the TV!! How are we supposed to find Spider-Man now?

Exactly.



There will be an emergency meeting of the parents' council to discuss security.

ROSS ANDRU, PRINCIPAL



Sable, what's the plan?

Sable?

Oh, Sable?

I'm working on it!!



ROSS ANDRU, PRINCIPAL



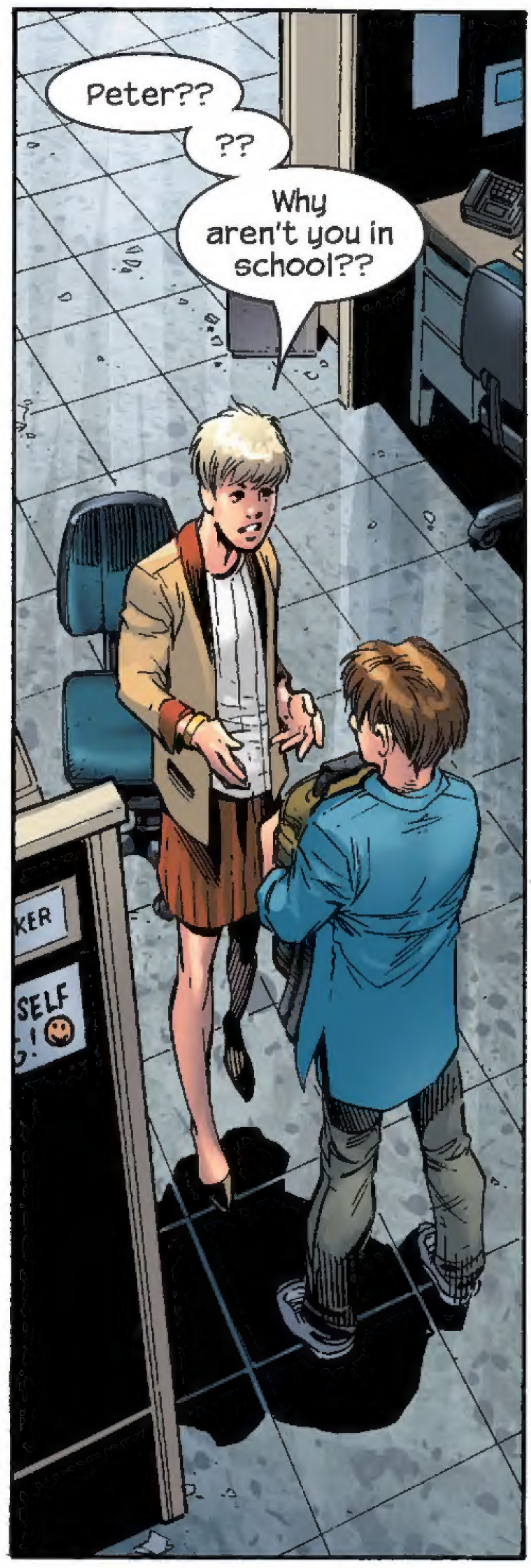








Well, you tell Dan, I'm not going to- oh my God, Peter??



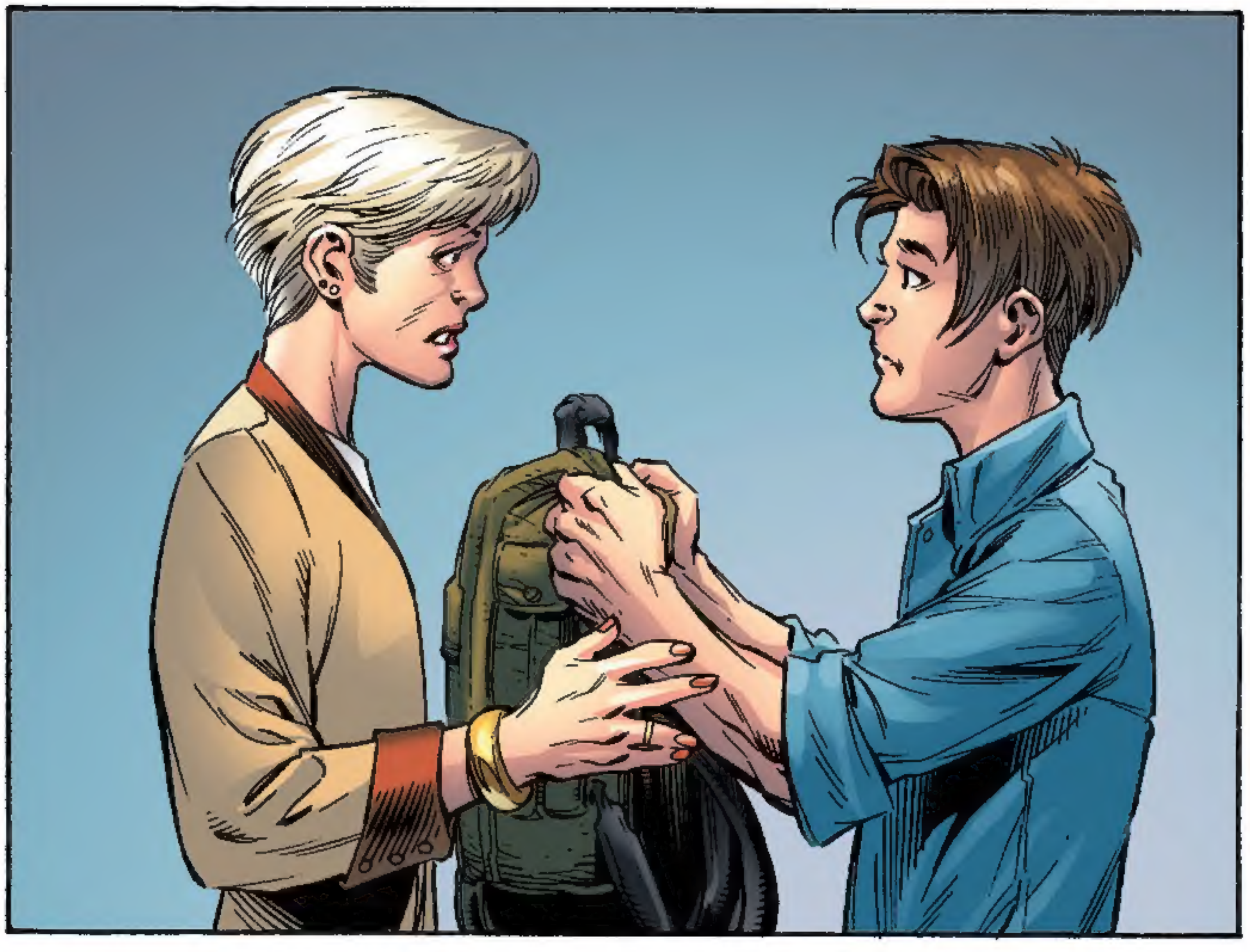
Peter??
??
Why aren't you in school??



Are you sick? Did you get kicked out of class?



You're scaring me.





Sp- Spider-Man.



I don't understand. Peter, did you get hurt?

No. No listen-okay. Just- the TV. Did you see what was on TV?

No.

Yesterday.

Yesterday Flash Thompson was kidnapped.



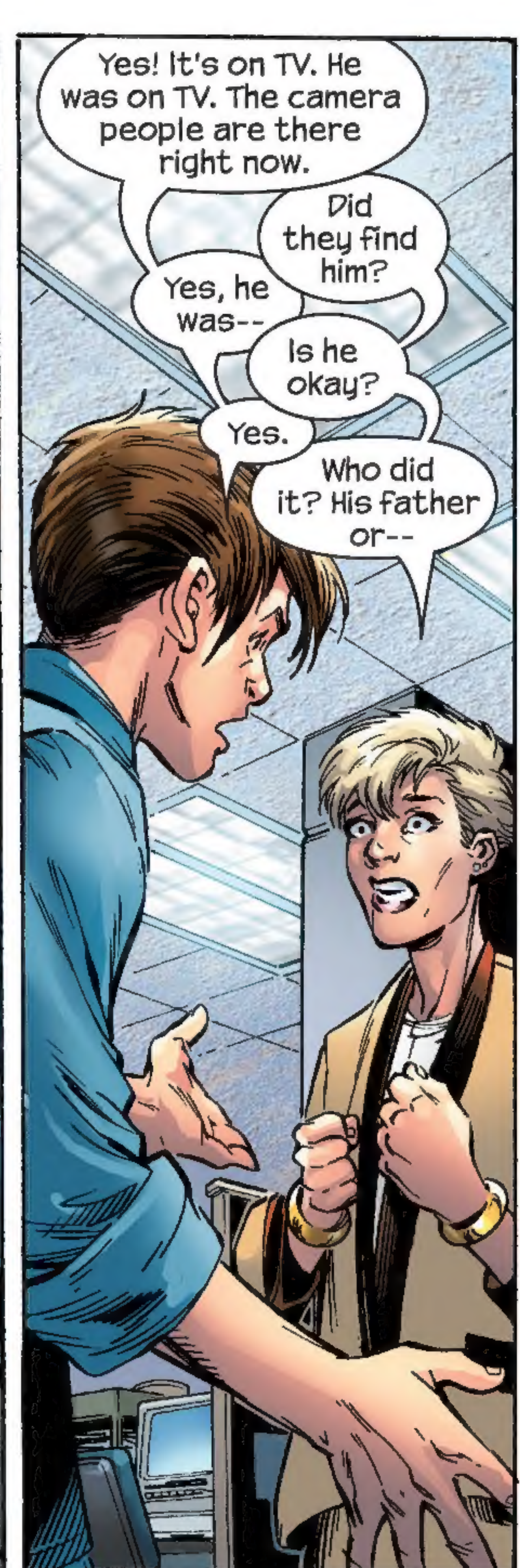
What?

From school.

He was kidnapped off of school grounds?

Yes, and I--

Oh my God. Are you sure?



Yes! It's on TV. He was on TV. The camera people are there right now.

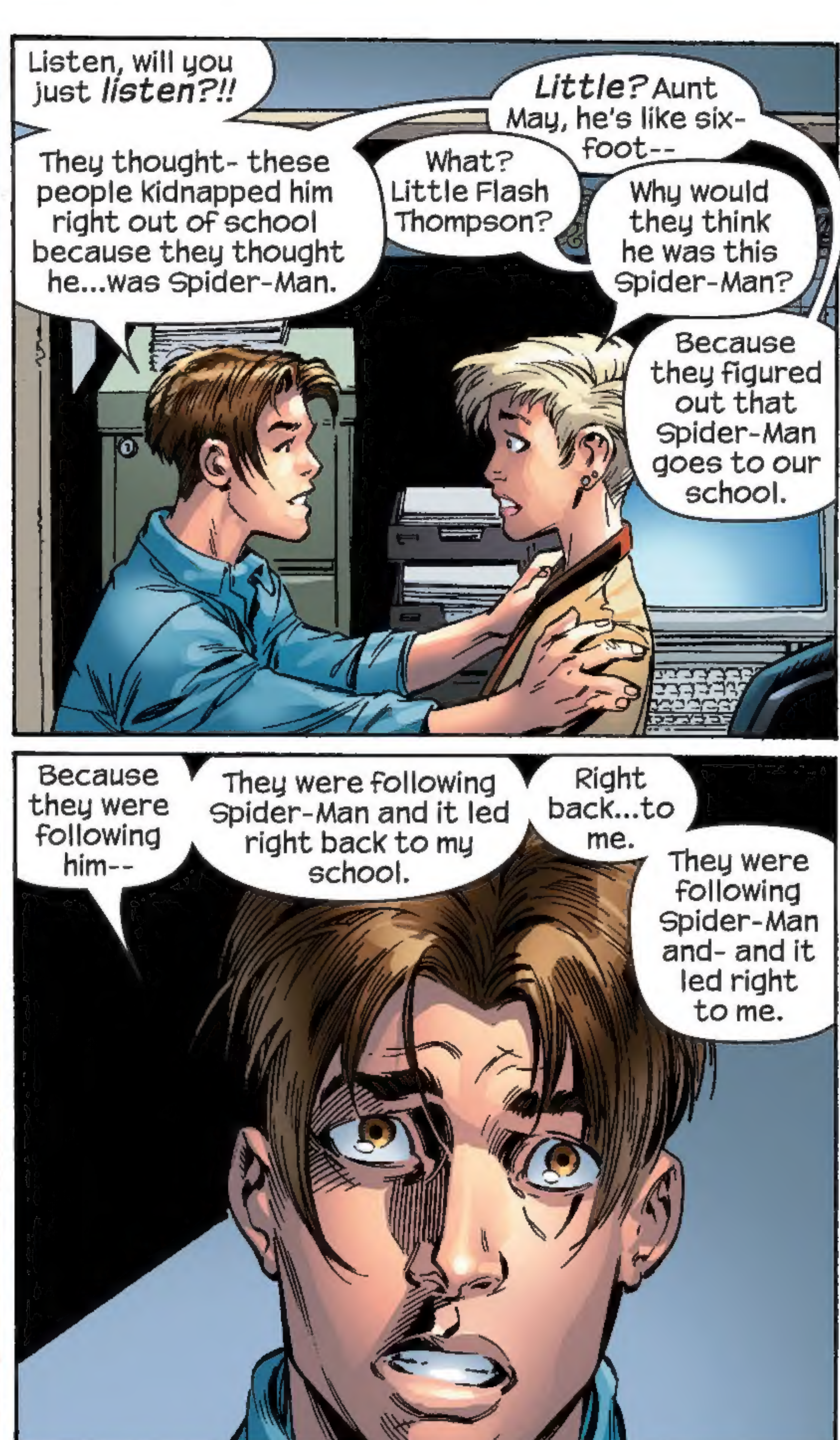
Did they find him?

Yes, he was--

Is he okay?

Yes.

Who did it? His father or--



Listen, will you just listen?!!

They thought- these people kidnapped him right out of school because they thought he...was Spider-Man.

What? Little Flash Thompson?

Little? Aunt May, he's like six-foot--

Why would they think he was this Spider-Man?

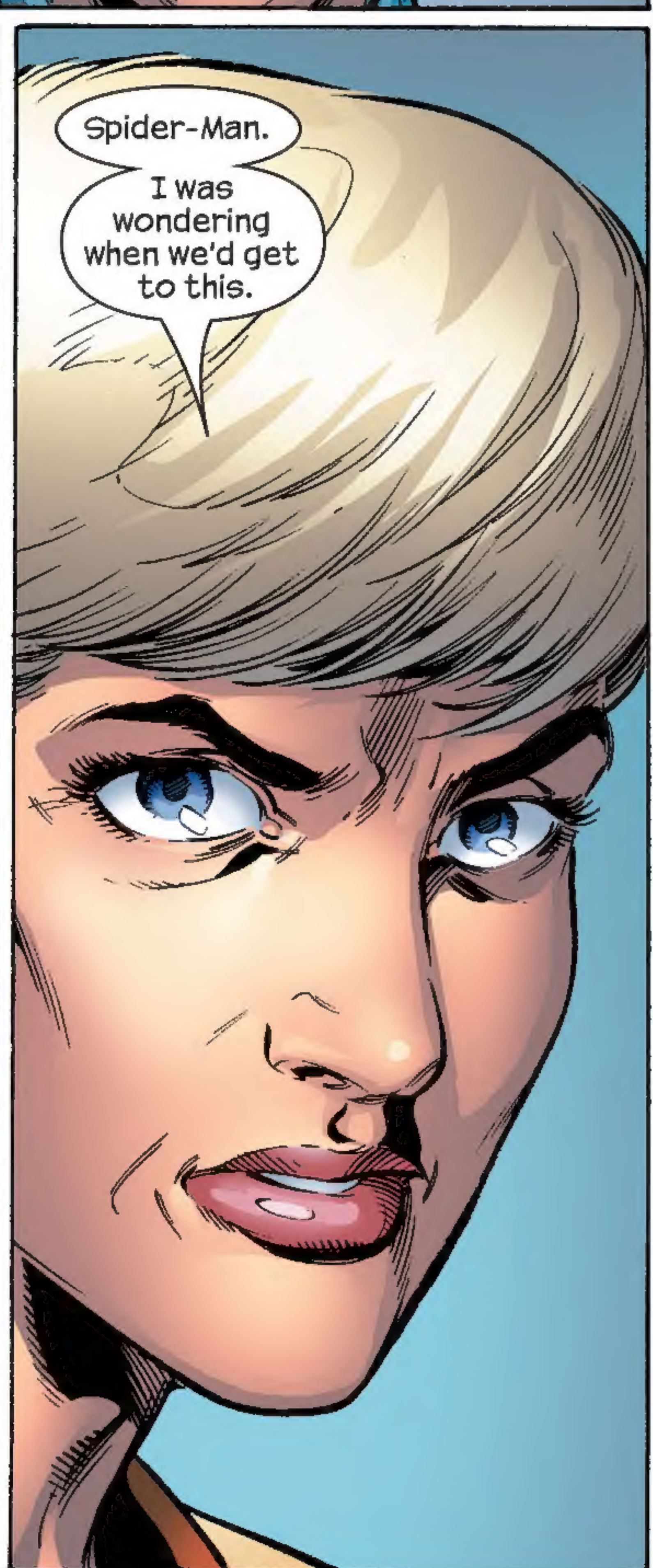
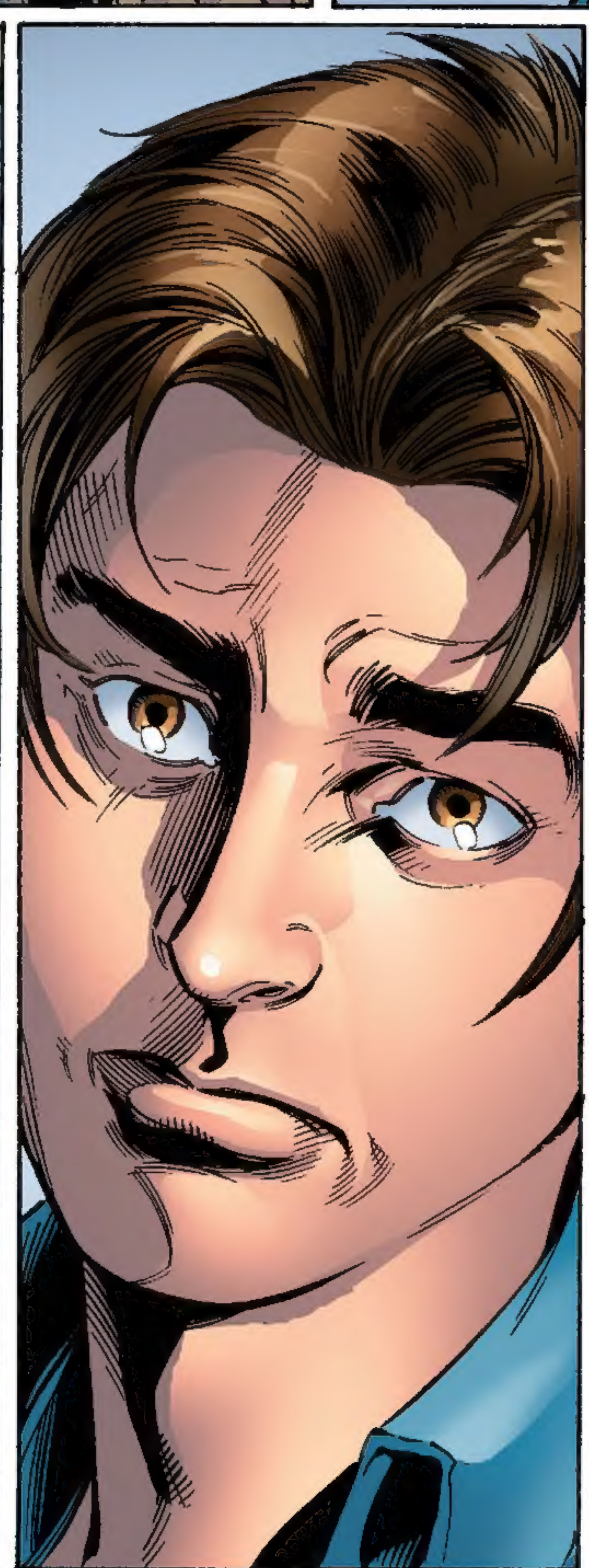
Because they figured out that Spider-Man goes to our school.

Because they were following him--

They were following Spider-Man and it led right back to my school.

Right back...to me.

They were following Spider-Man and- and it led right to me.



Spider-Man. I was wondering when we'd get to this.



Sweetie,
Spider-Man...

...is a
horrible,
horrible
person.



A coward.
Just a...
despicable
coward.

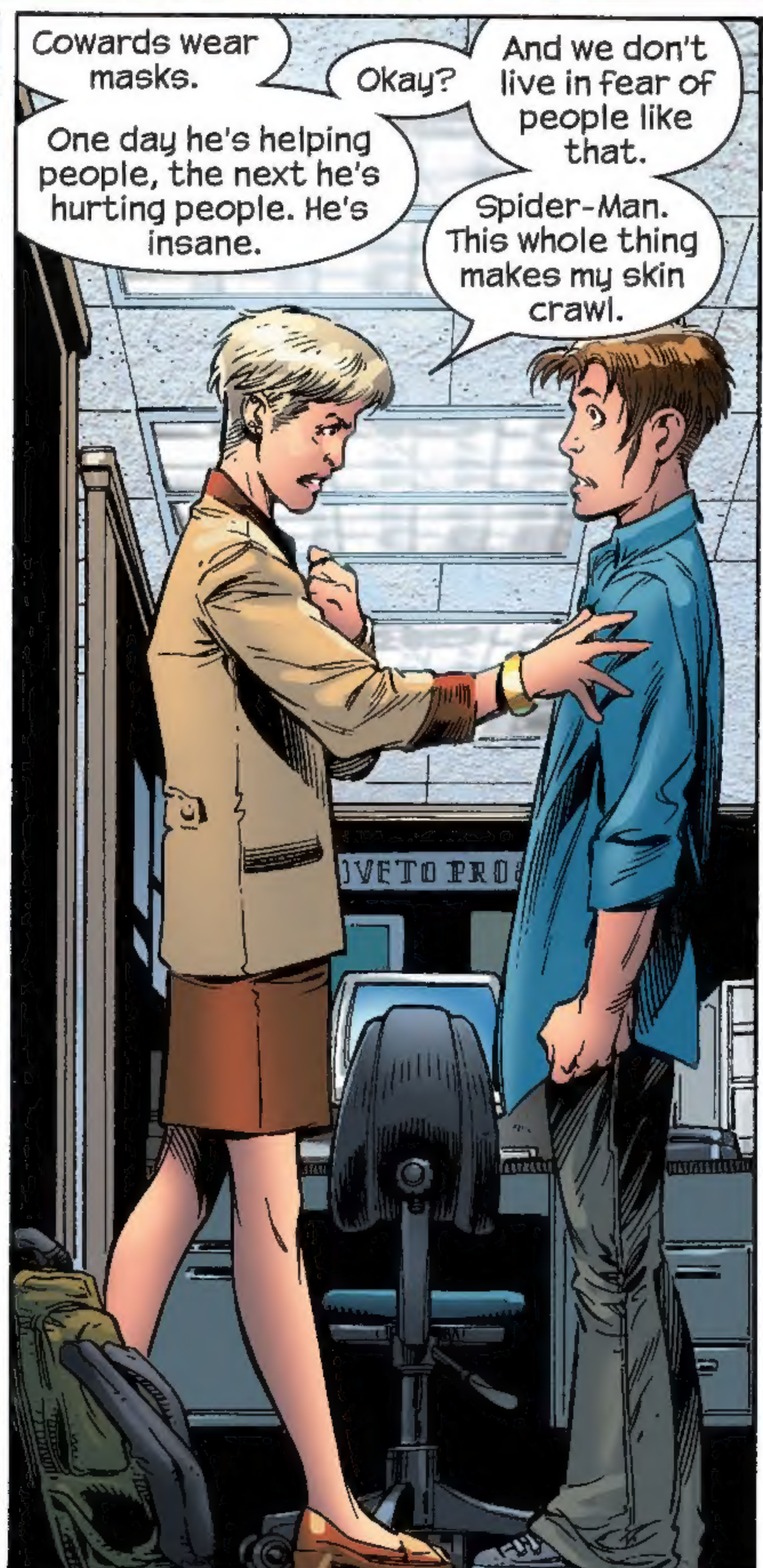
You
see that,
right?



You don't think I've
thought about this?
I have.

And I know now that
whoever this idiot is--
he's just an angry little
troll who runs around
and does whatever
he wants--

Why do you
think he *wears* a
mask? A *coward*
wears a mask.



Cowards wear
masks.

Okay?

And we don't
live in fear of
people like
that.

One day he's helping
people, the next he's
hurting people. He's
insane.

Spider-Man.
This whole thing
makes my skin
crawl.

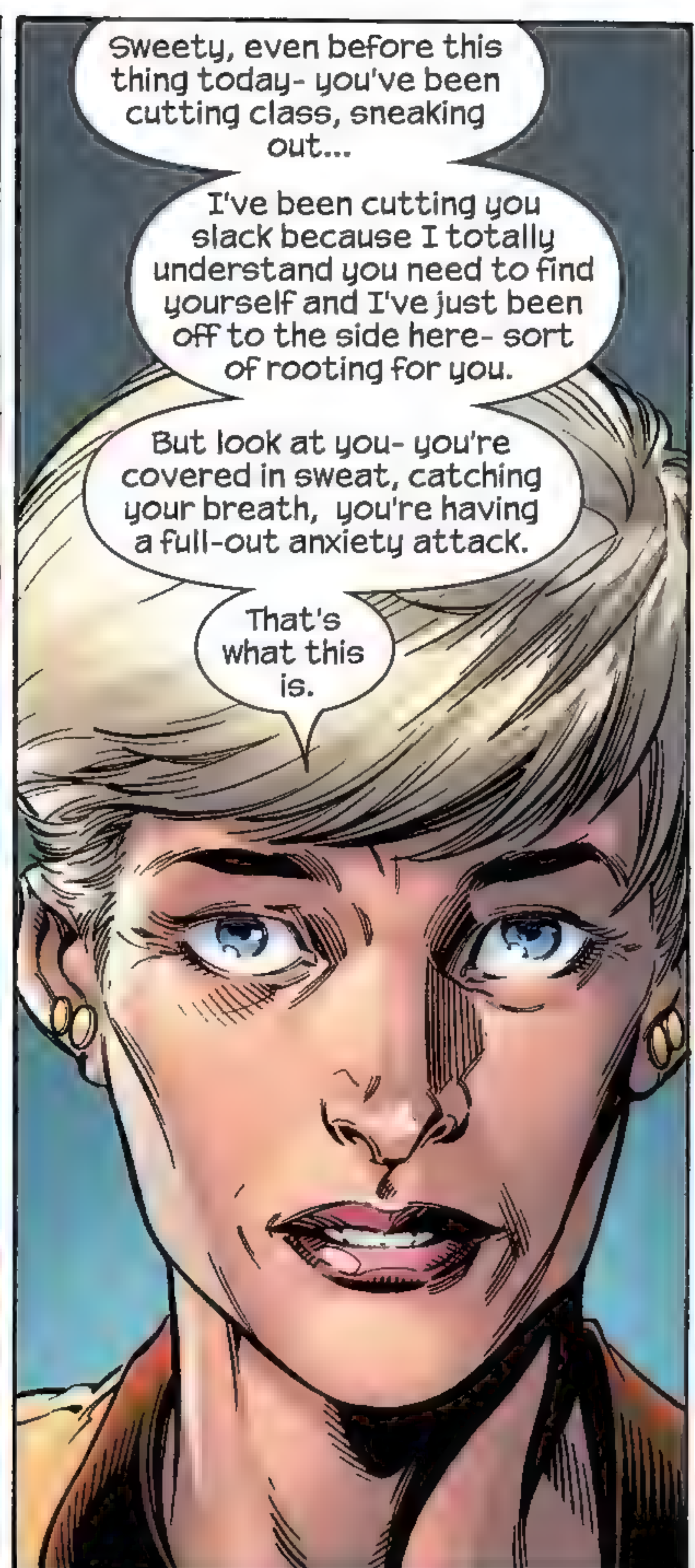
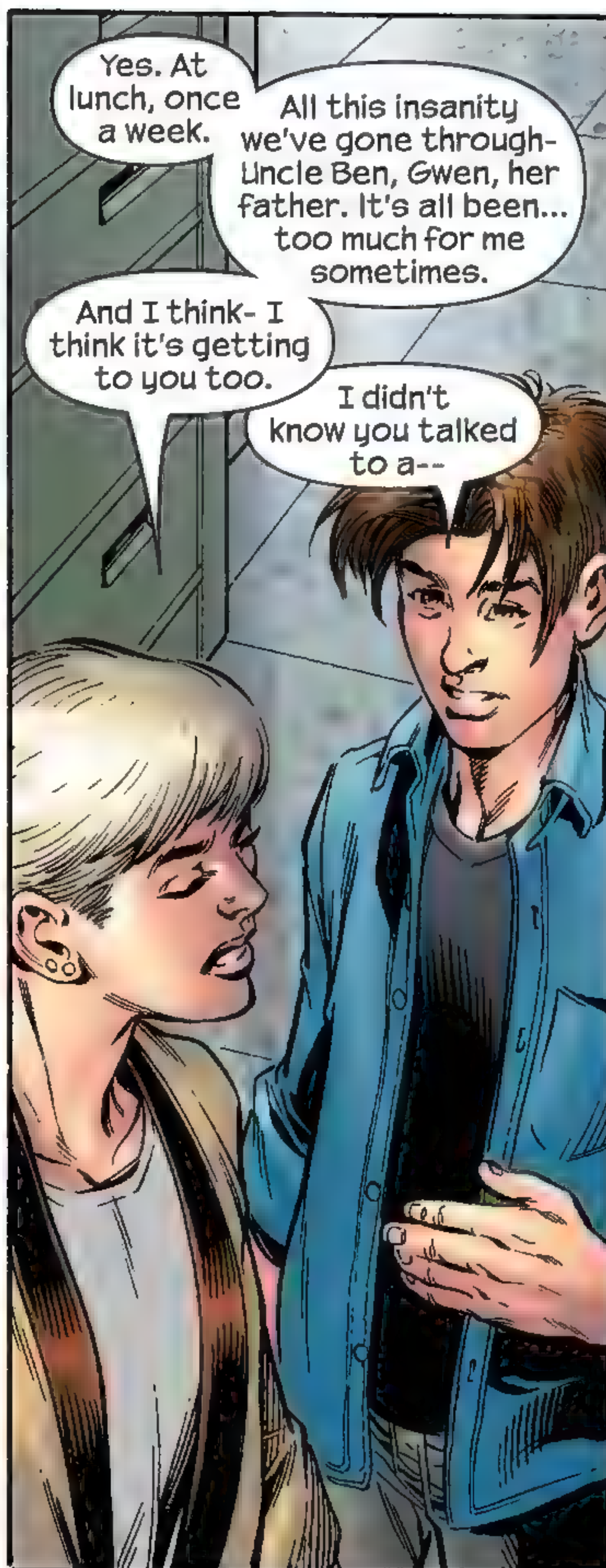


That poor boy,
they kidnapped
him?



Sweetie,
listen...

I have
someone I
talk to. A
therapist.





Completely.



It's for the best.



I didn't see it coming, Kitty.

I didn't know she had an opinion about Spider-Man either way.

It's not time to tell her.

When will it be time? When a SWAT team comes barging through my ceiling and *arrests* me?

Why would they arrest you?

I don't know.



Dude, it was a close call. Okay?

Ha!

You'll know when it's time to tell her.

I didn't tell my mom I was a mutant for, like, a year.

You know how I told her? I accidentally fell through the ceiling. That's how I told her.

And you know what? She lived. She's dealing with it.



She *hates* Spider-Man. She's my whole family and she hates Spider-Man.

Ugh!

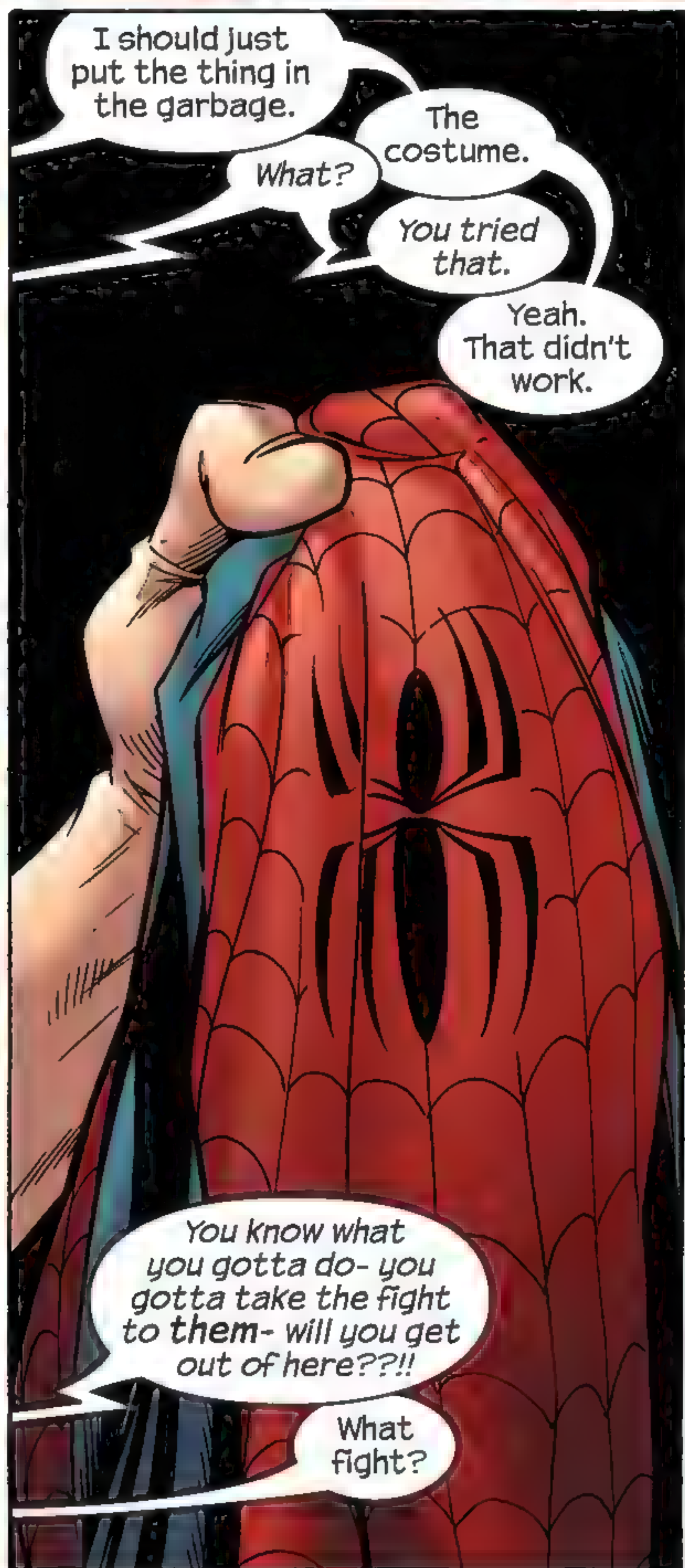
I should tell her and just get it over with.

She won't when she knows the truth.

You'll know when it's time.

You know what? You'll save the planet from some big Earth-eating alien and everyone will love you.

Then you'll tell her.



I should just put the thing in the garbage.

The costume.

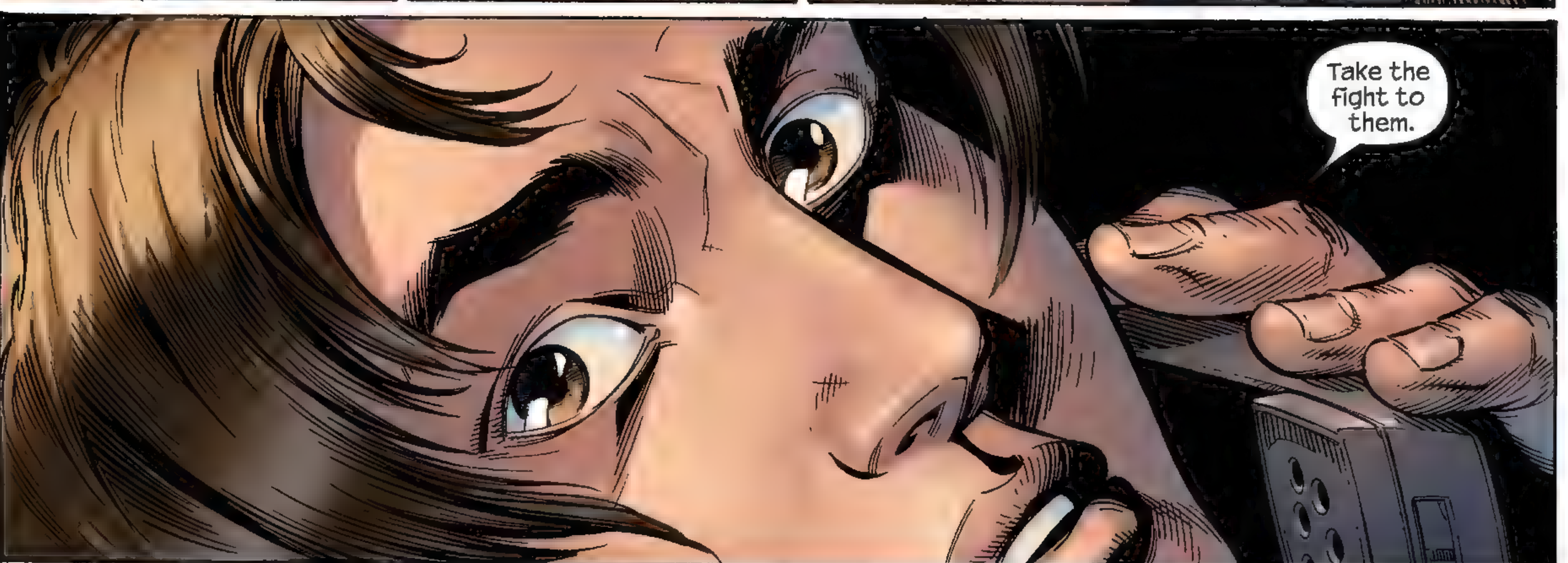
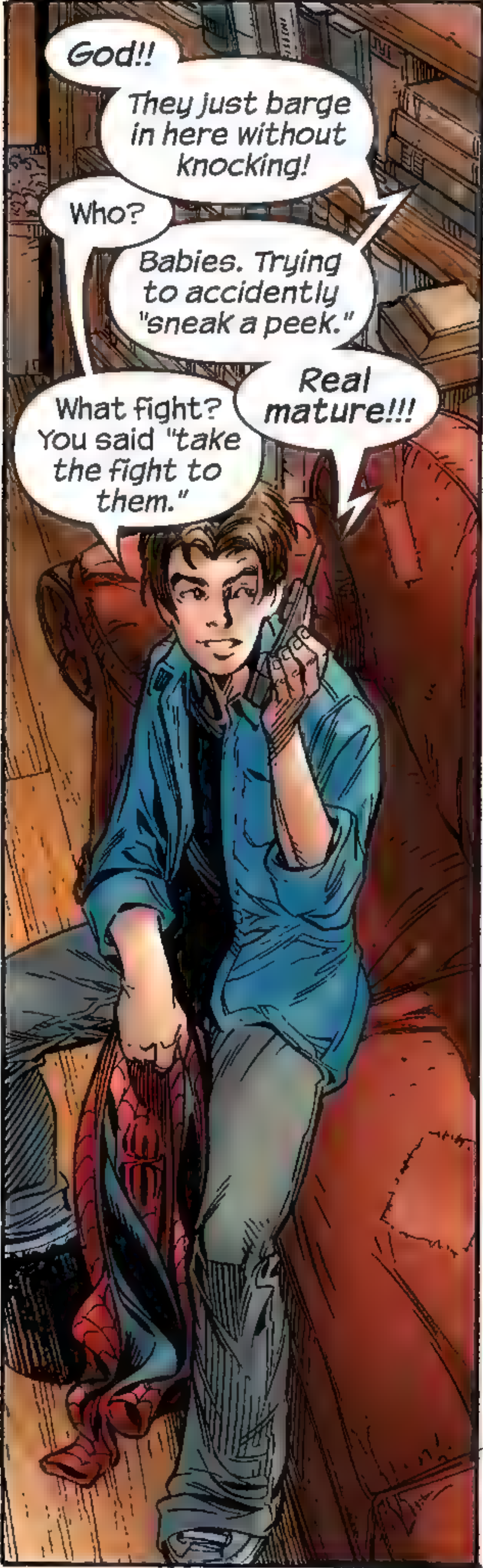
What?

You tried that.

Yeah. That didn't work.

You know what you gotta do- you gotta take the fight to *them*- will you get out of here??!!

What fight?



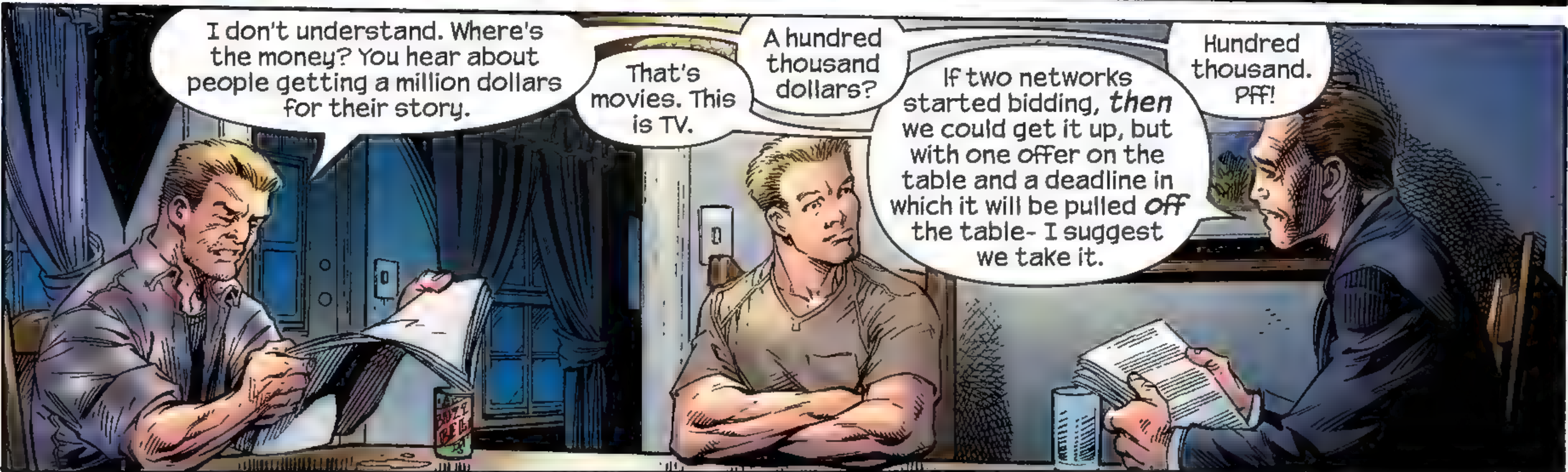


That's it?

Well, Mr. Thompson, that's how---

That's low. That's too low.

This is the best offer.



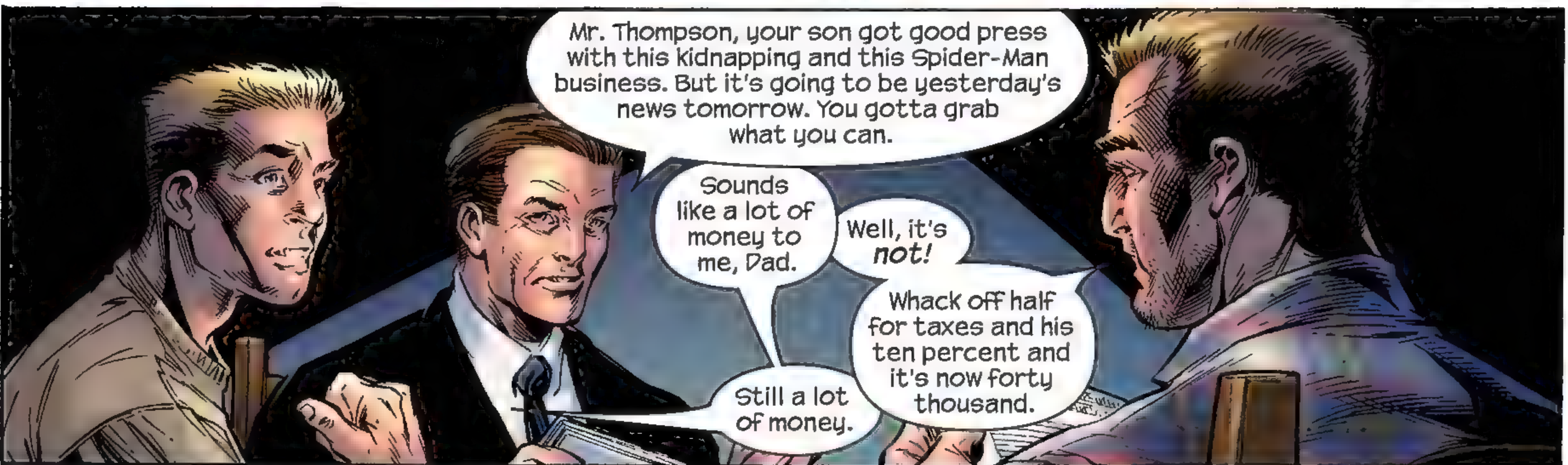
I don't understand. Where's the money? You hear about people getting a million dollars for their story.

That's movies. This is TV.

A hundred thousand dollars?

If two networks started bidding, *then* we could get it up, but with one offer on the table and a deadline in which it will be pulled *off* the table- I suggest we take it.

Hundred thousand. Pff!



Mr. Thompson, your son got good press with this kidnapping and this Spider-Man business. But it's going to be yesterday's news tomorrow. You gotta grab what you can.

Sounds like a lot of money to me, Dad.

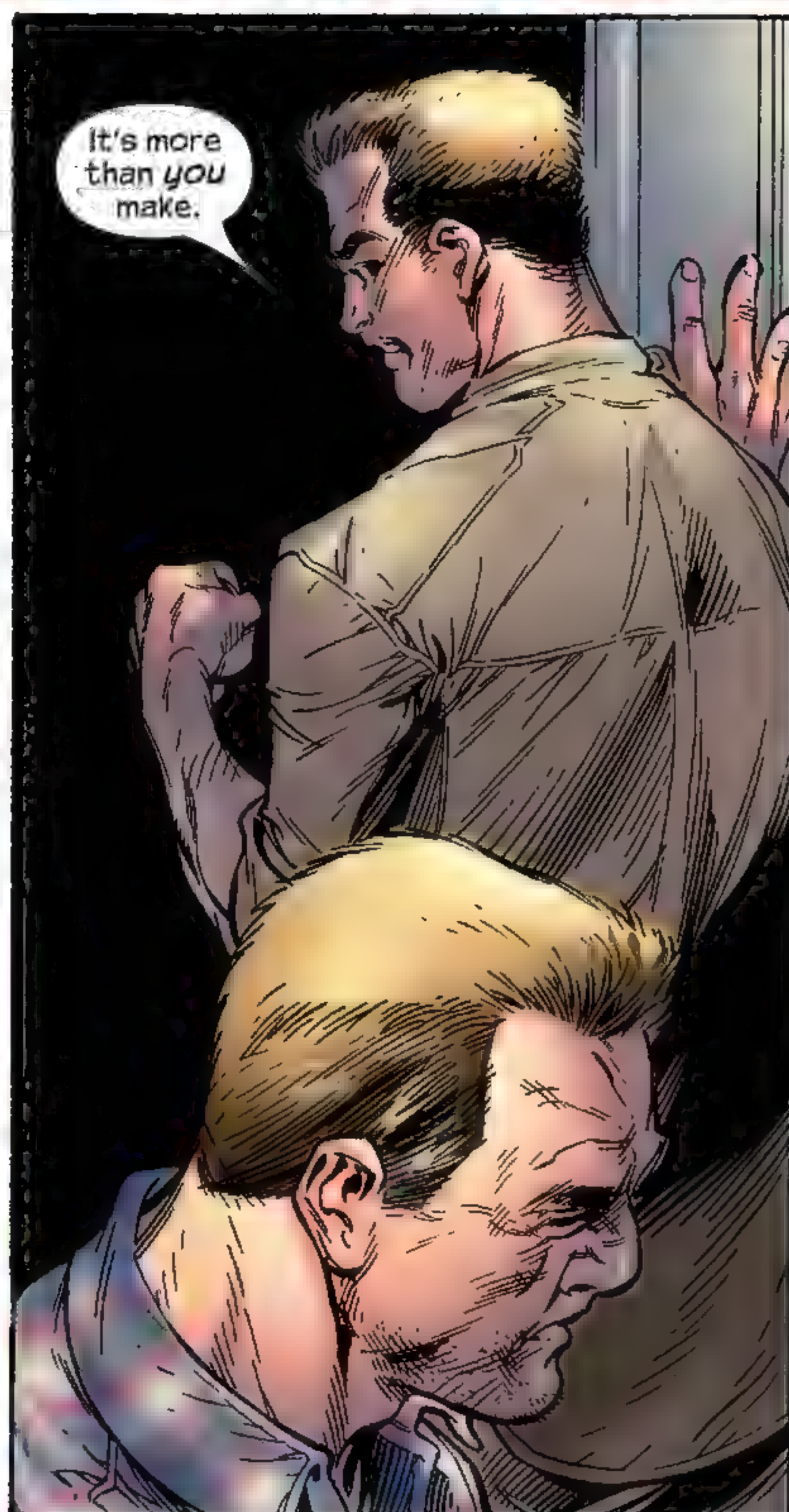
Well, it's *not*!

Whack off half for taxes and his ten percent and it's now forty thousand.

Still a lot of money.



Excuse yourself. Grown-ups talking.

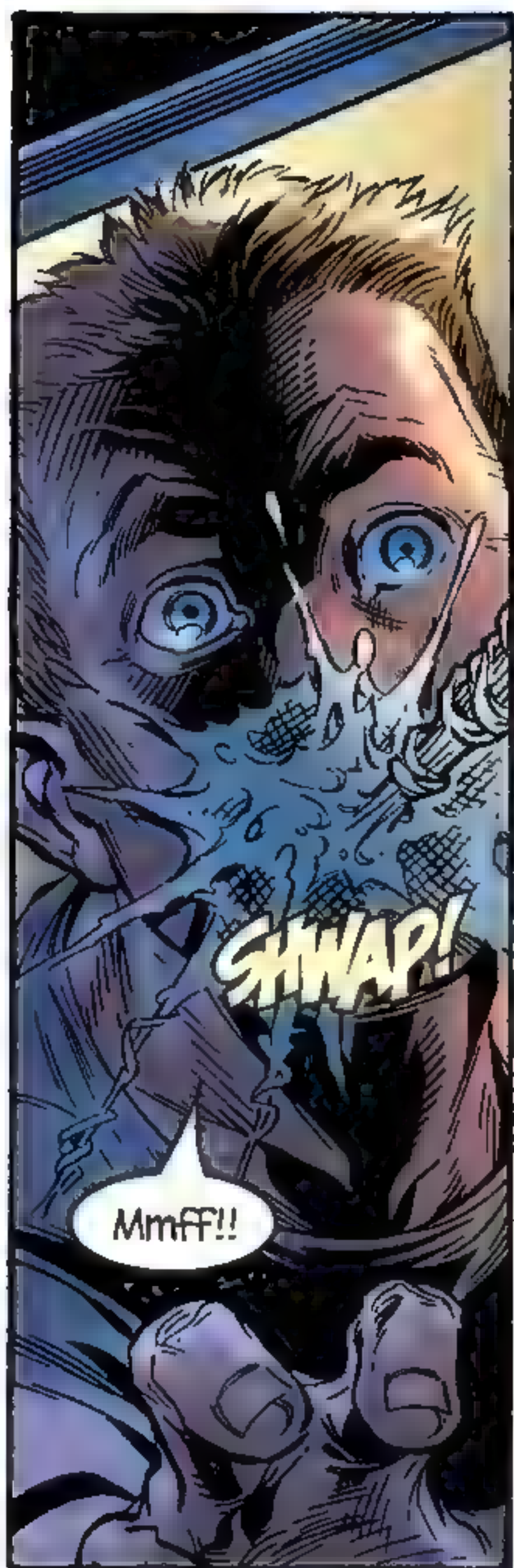


It's more than *you* make.





Flash Thompson.



SHWAP!

Mmff!!

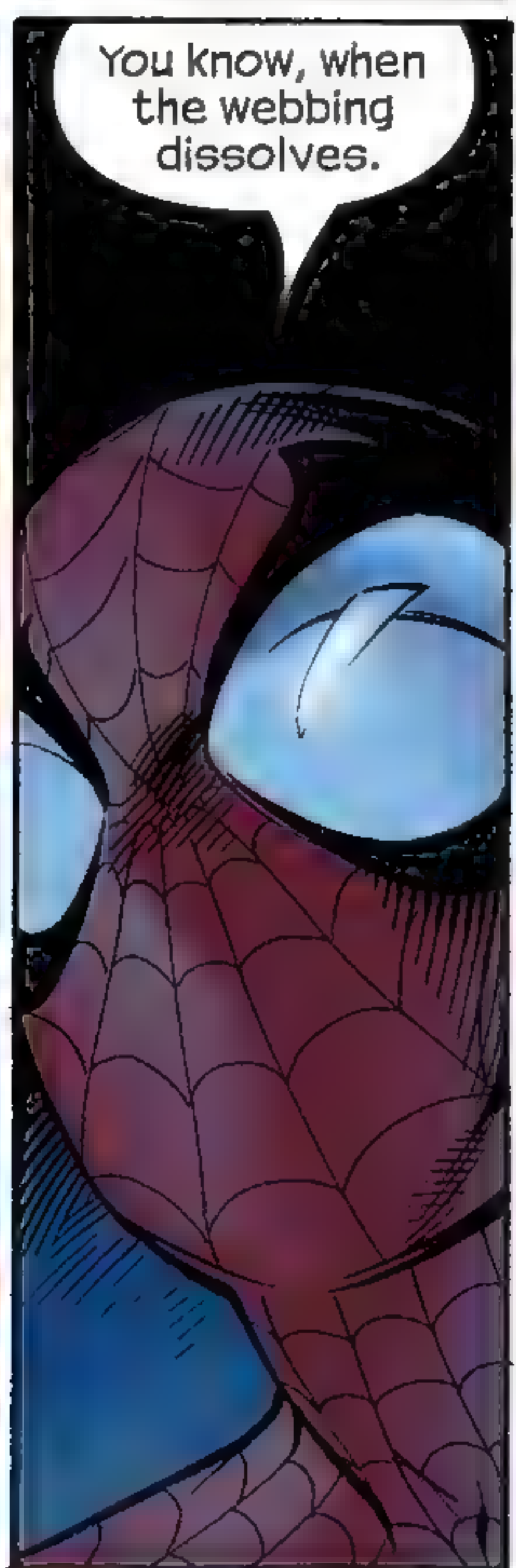
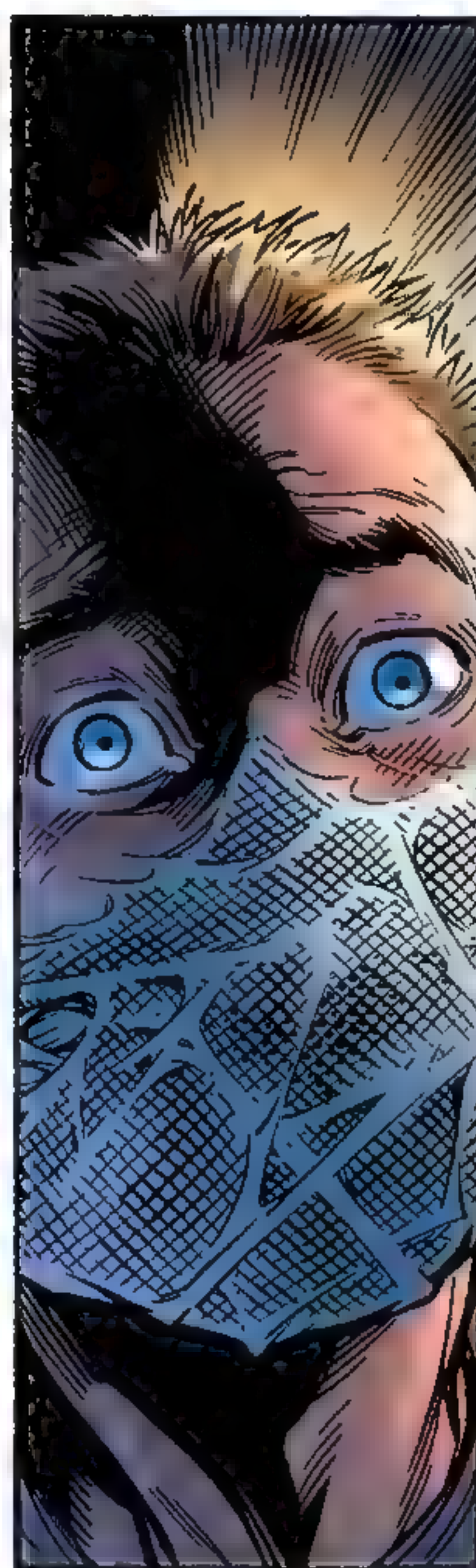


Okay. So...

Sorry you got kidnapped and all that.

But I need you to tell me everything you told the police about the people who kidnapped you—who thought you were me.

Where did they take you? What did they want from me?



You know, when the webbing dissolves.



Okay, this is where my kidnappers took Flash...

But why?

What to do? What should I do? Go in? What if it's a trap?

I should just go home.

Making Flash wet himself and almost being stupid enough to "out" myself to Aunt May is certainly enough for one day.

Man, I really *did* have an anxiety attack. Wow.

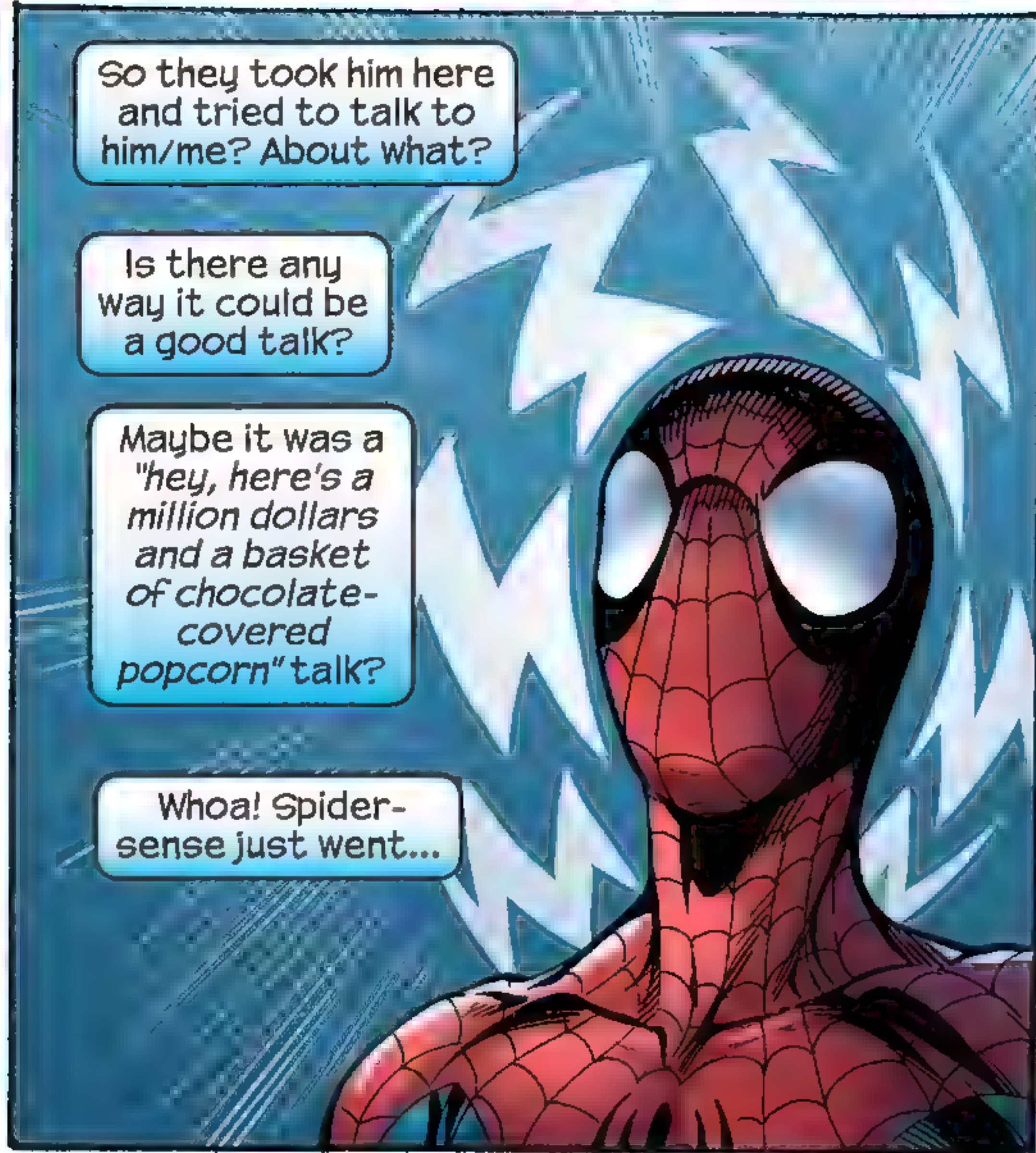


But I do think Kitty's right.

If I take the fight to whoever this silver lady and her backup band are...

Then I can wrap this up and try to go on about my life.

I'd like to have my nervous breakdown with little to no distraction so I can really savor it.



So they took him here and tried to talk to him/me? About what?

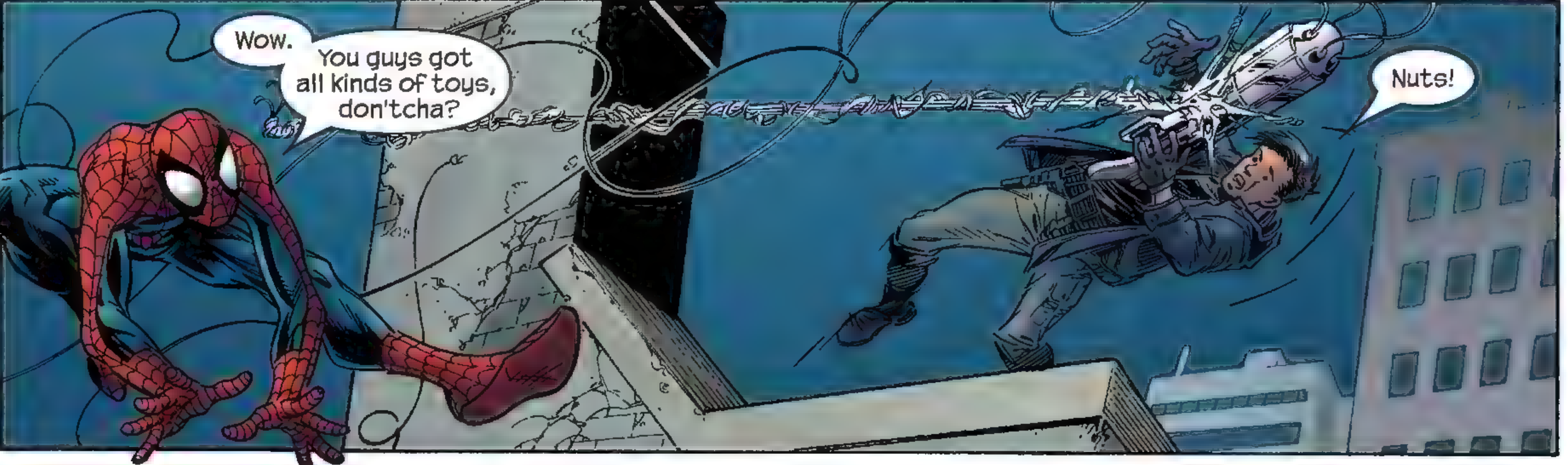
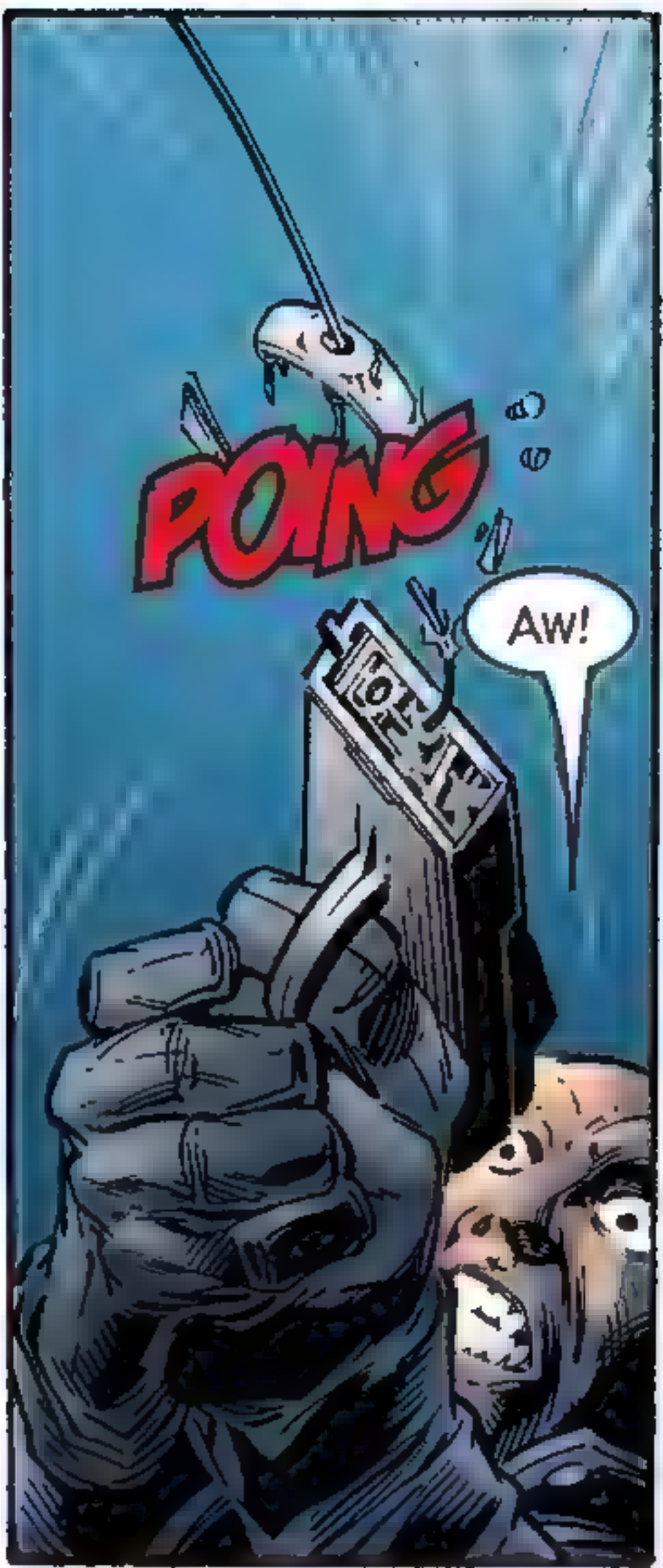
Is there any way it could be a good talk?

Maybe it was a "hey, here's a million dollars and a basket of chocolate-covered popcorn" talk?

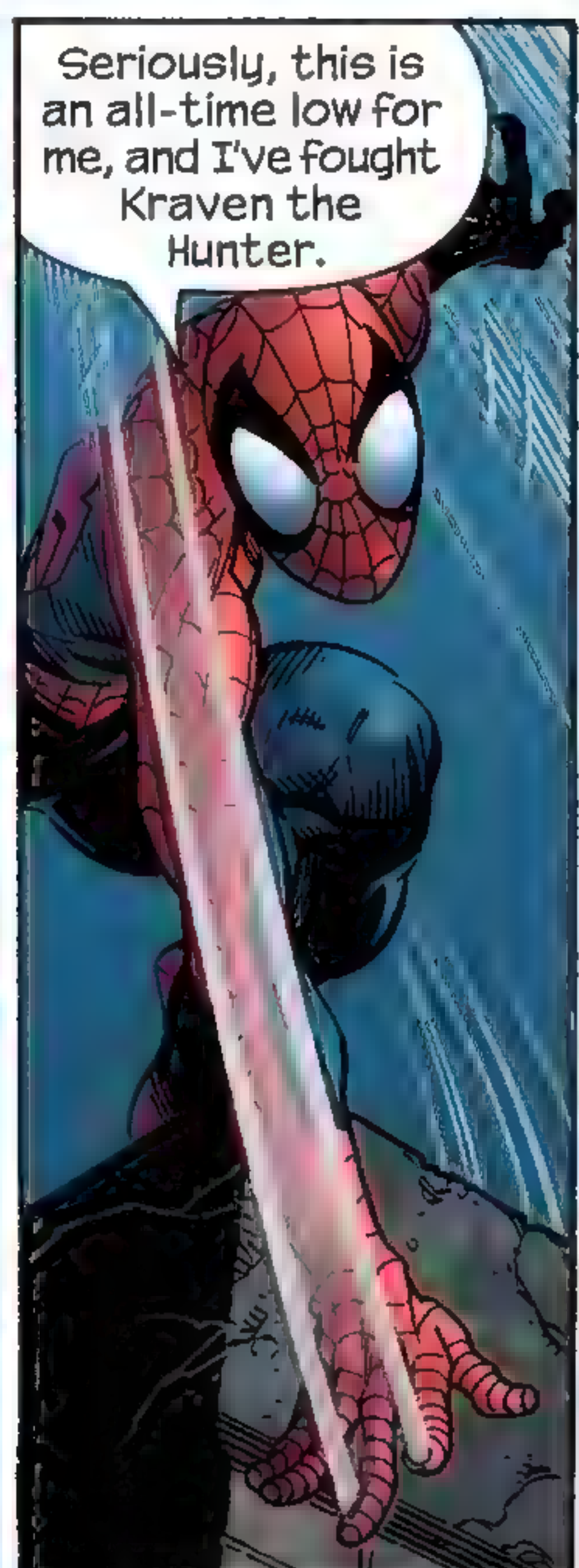
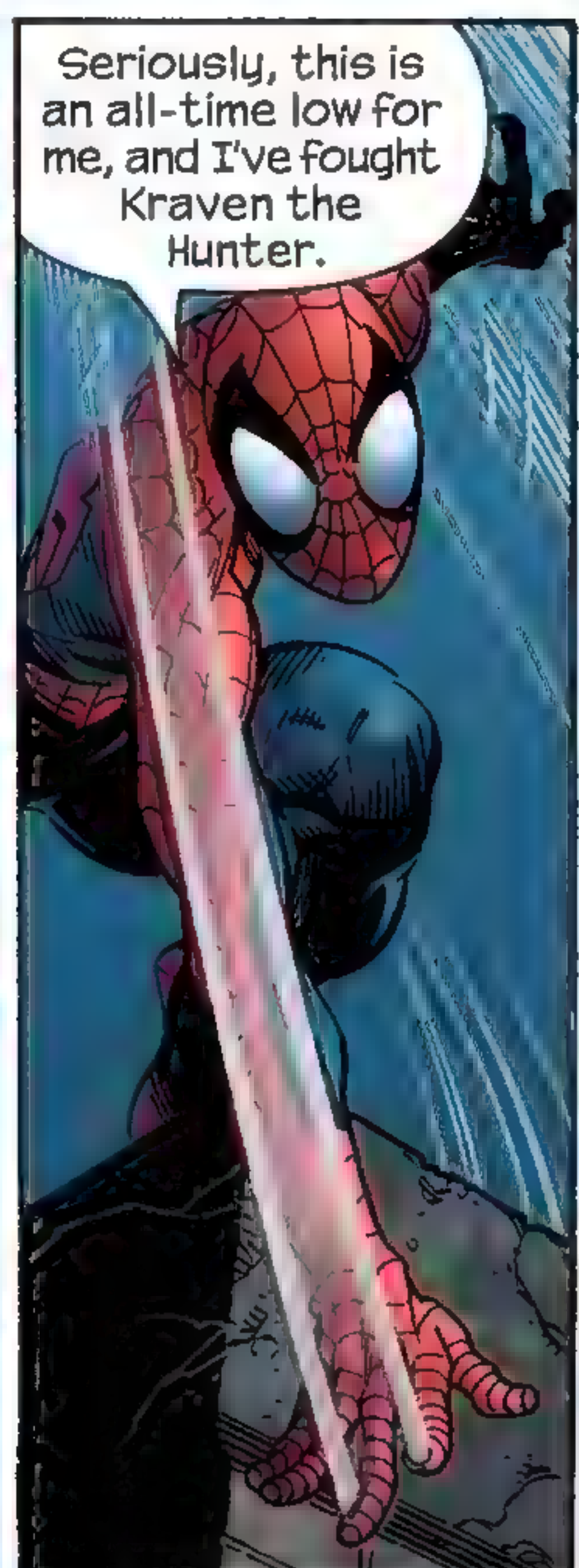
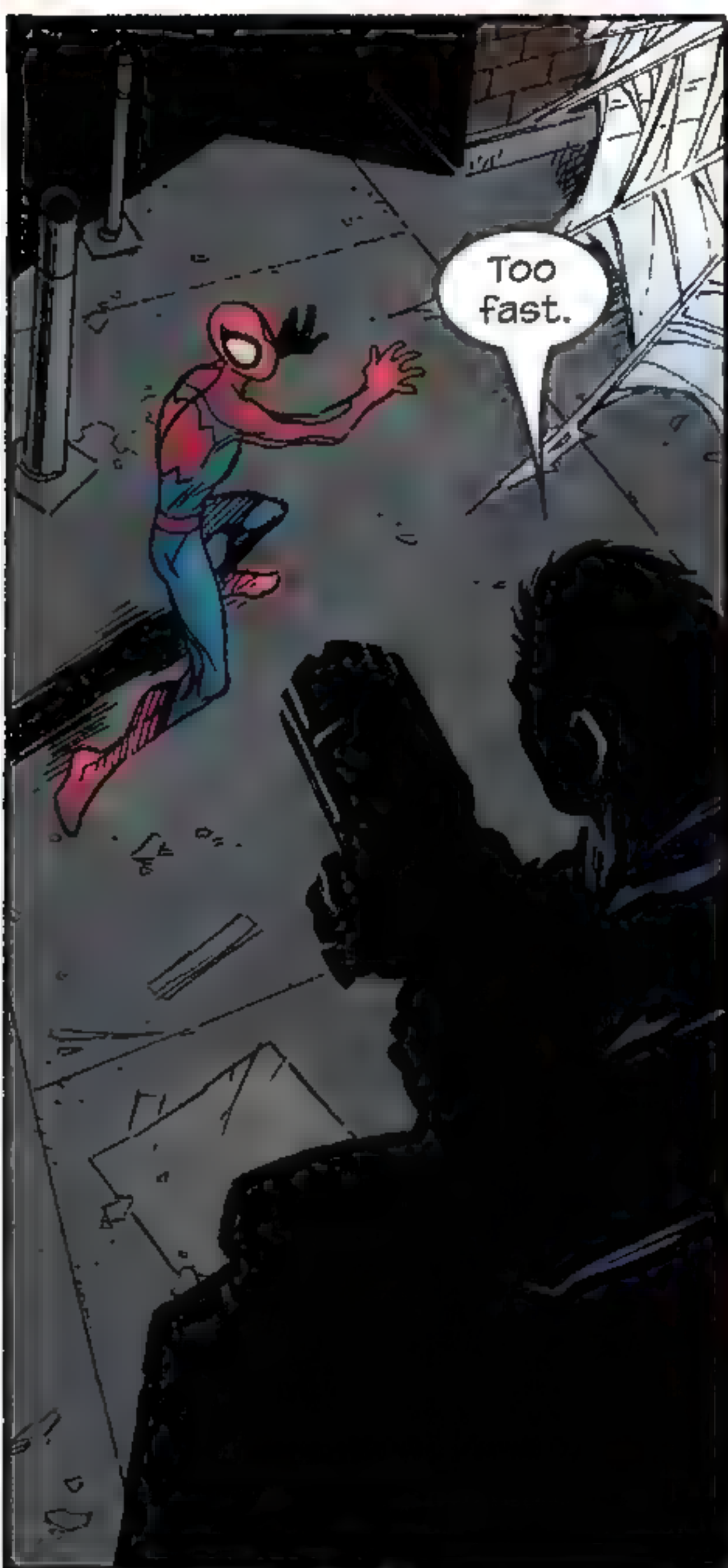
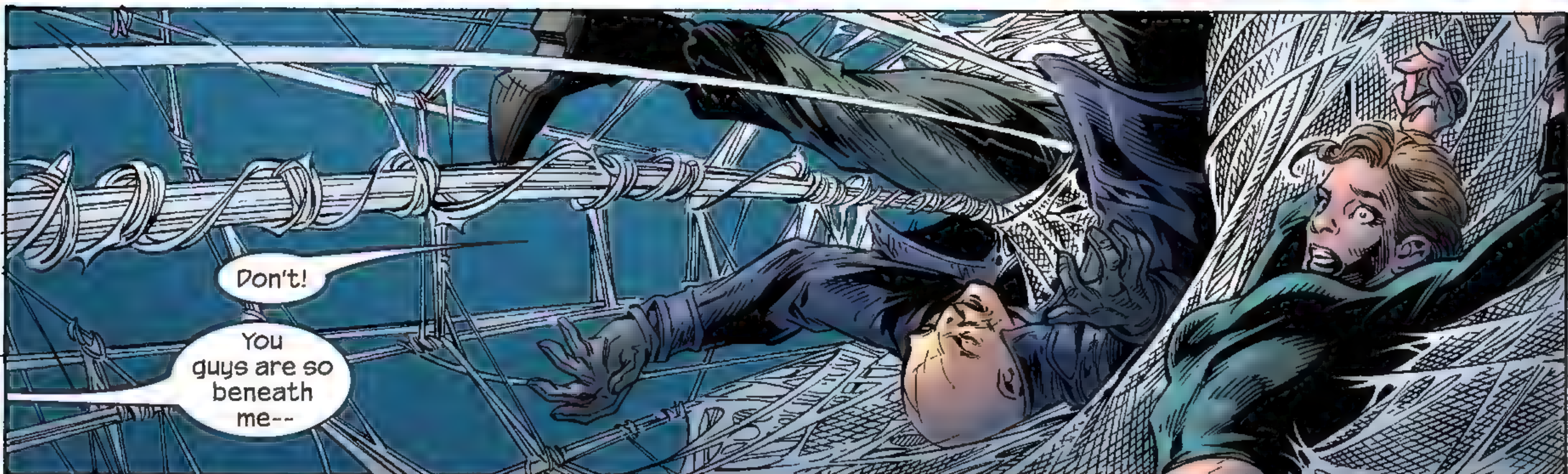
Whoa! Spider-sense just went...

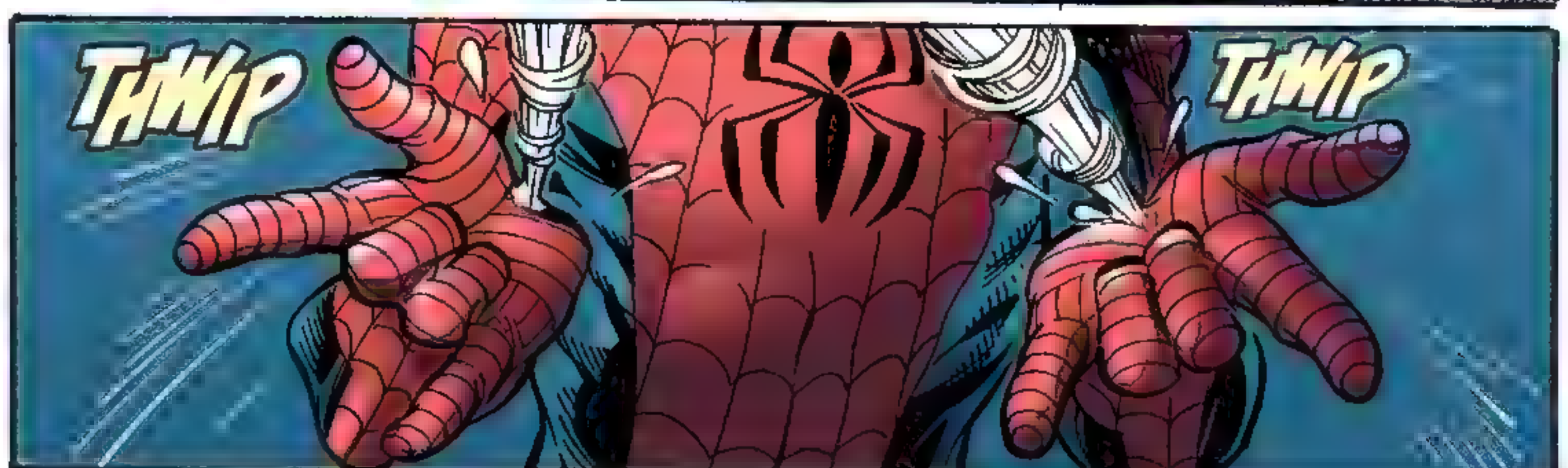
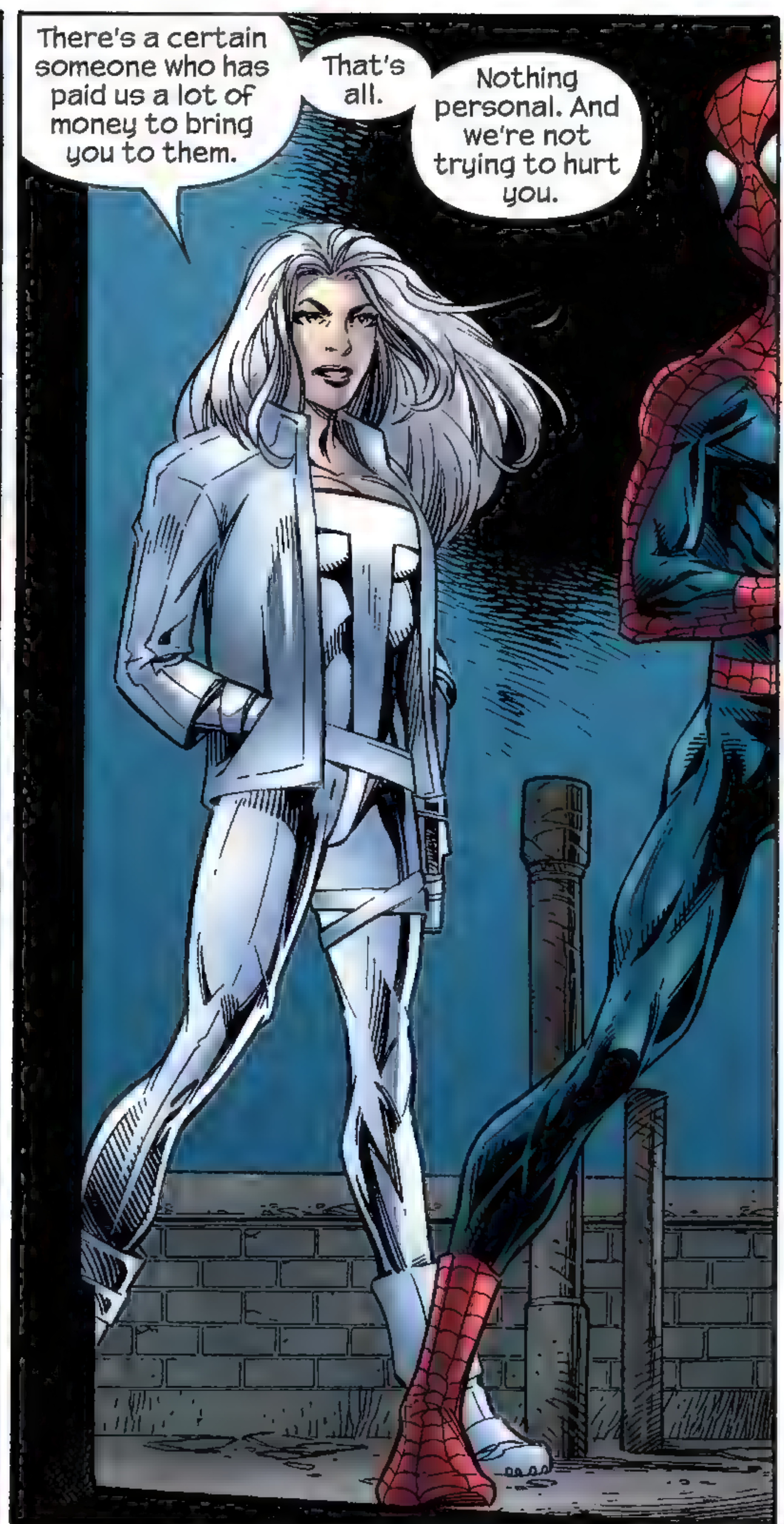


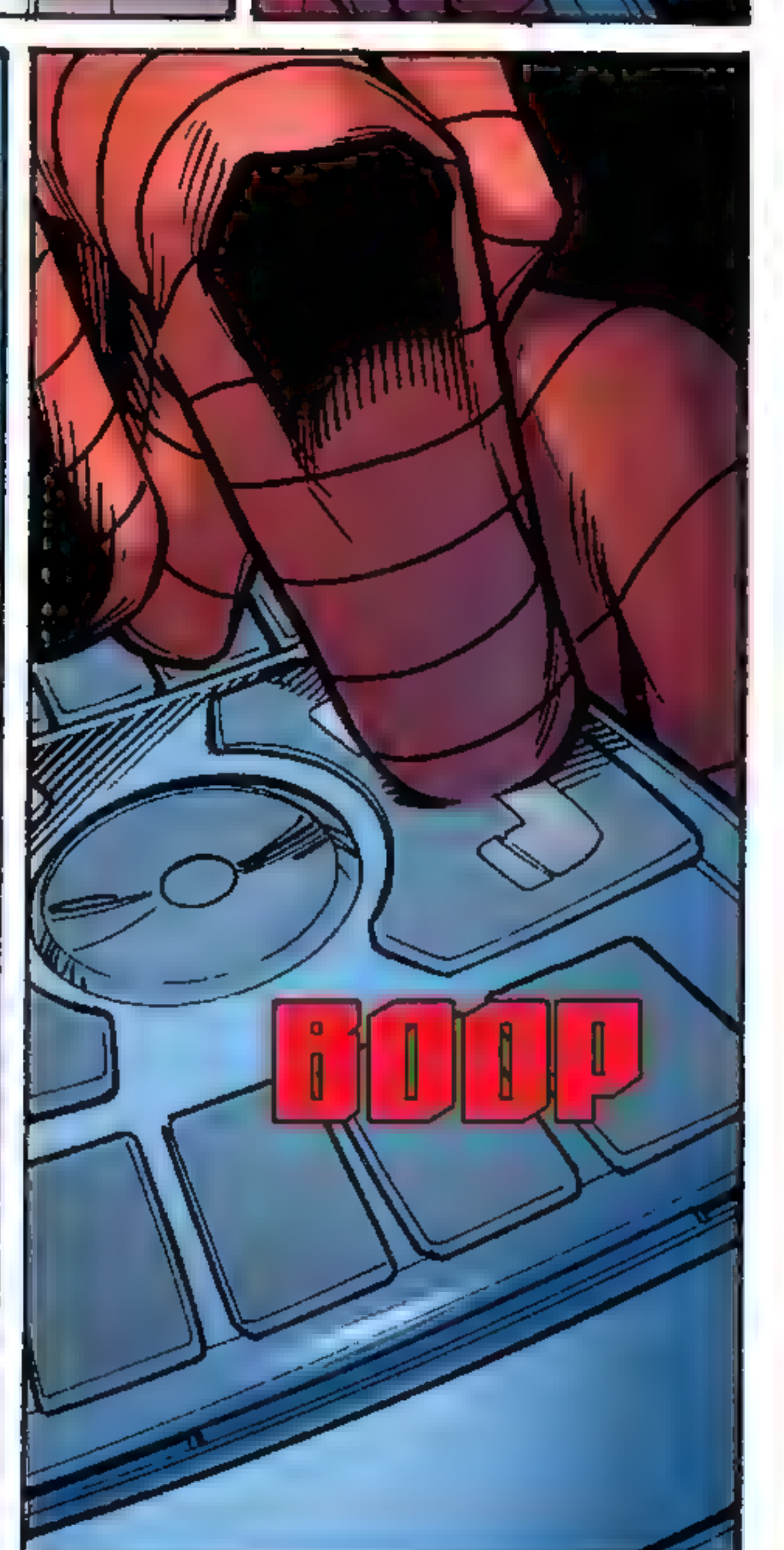
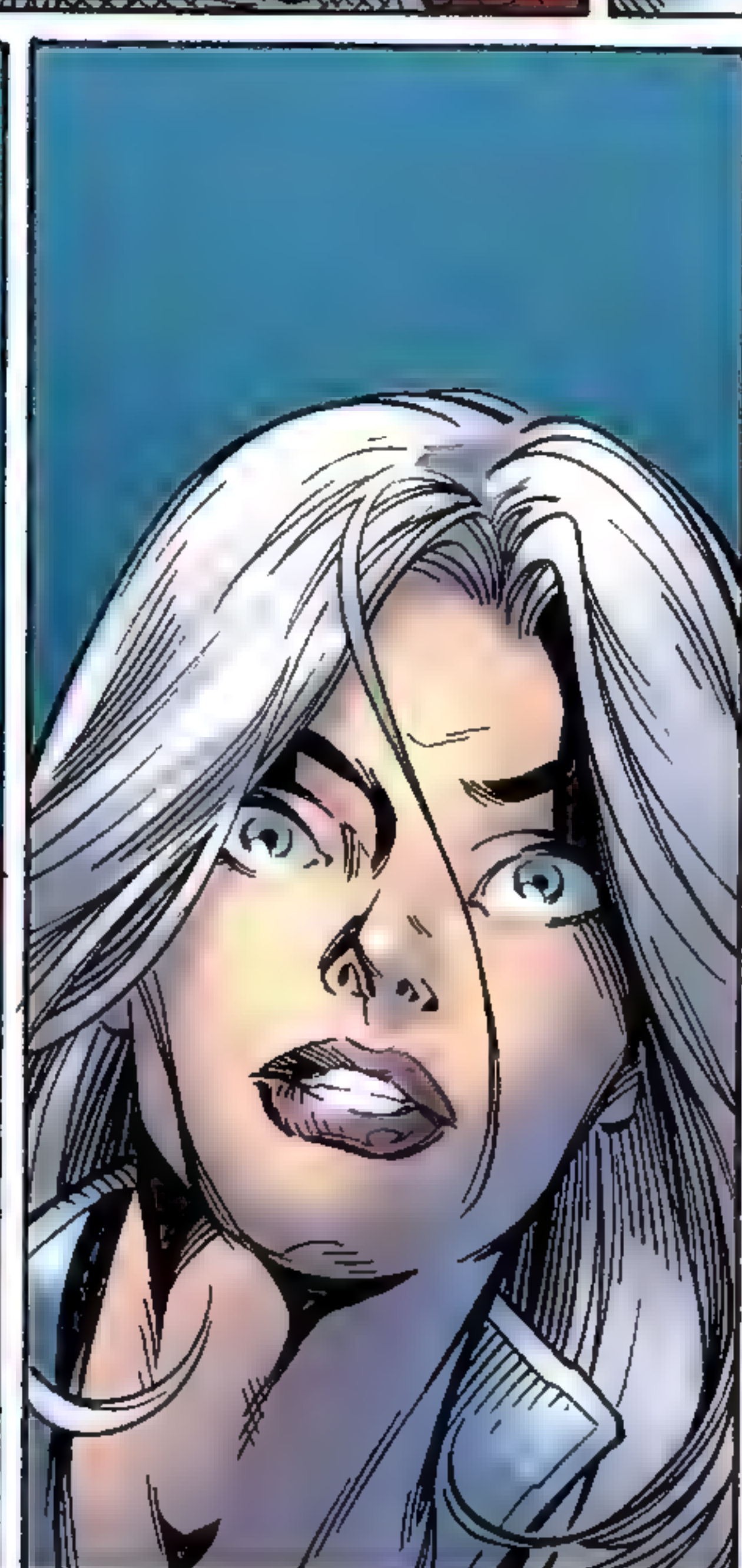
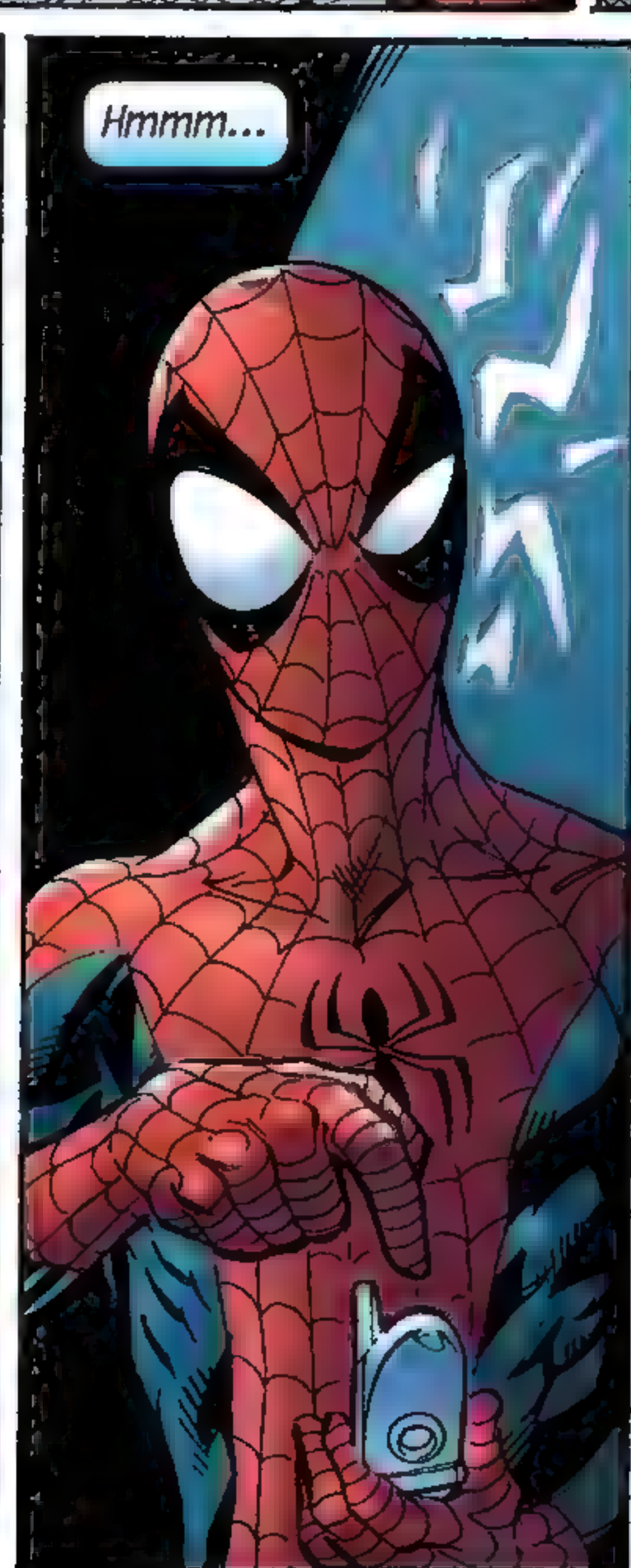
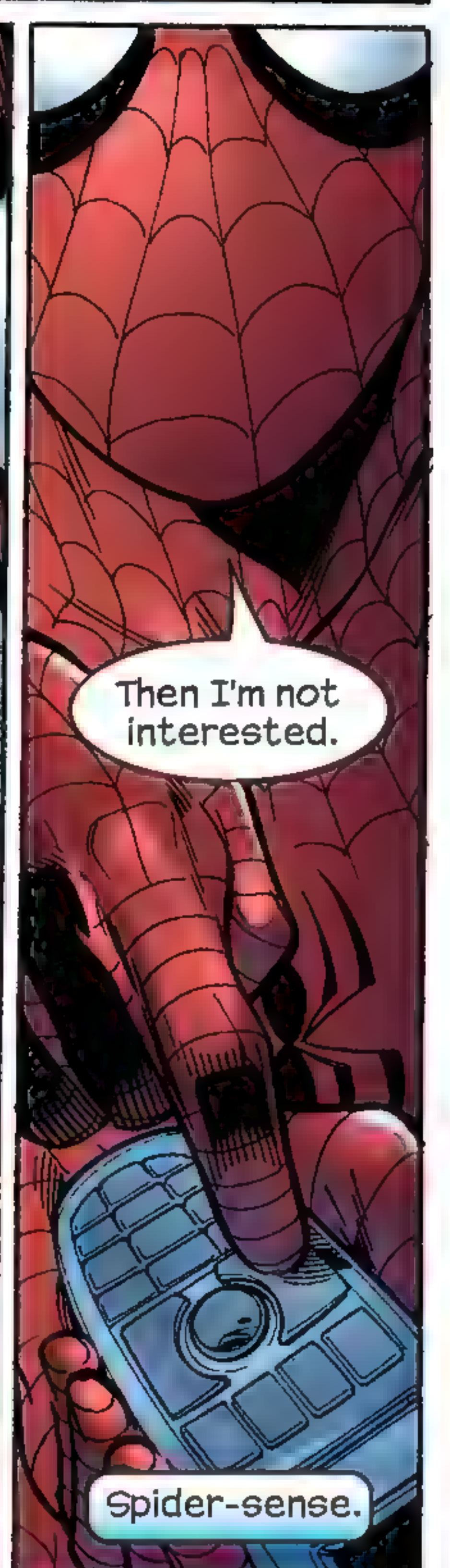
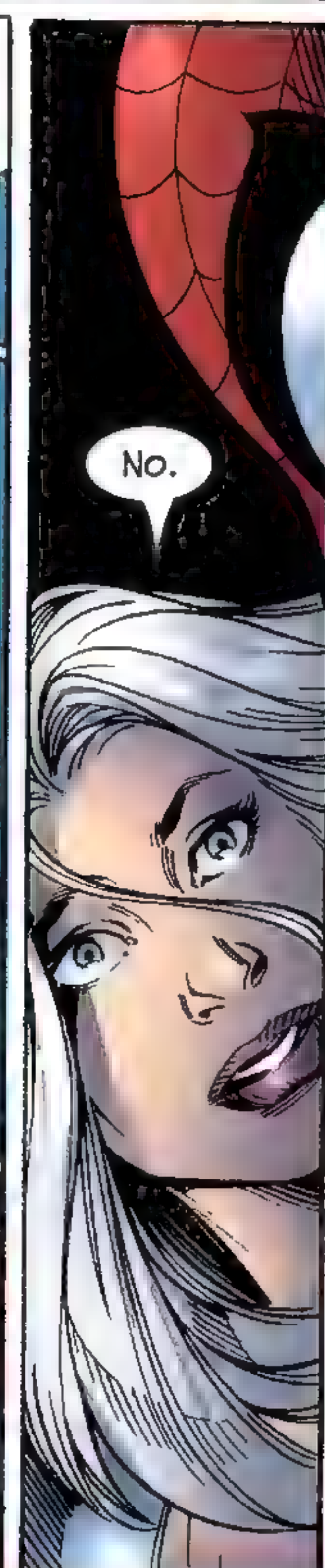
Goofy!

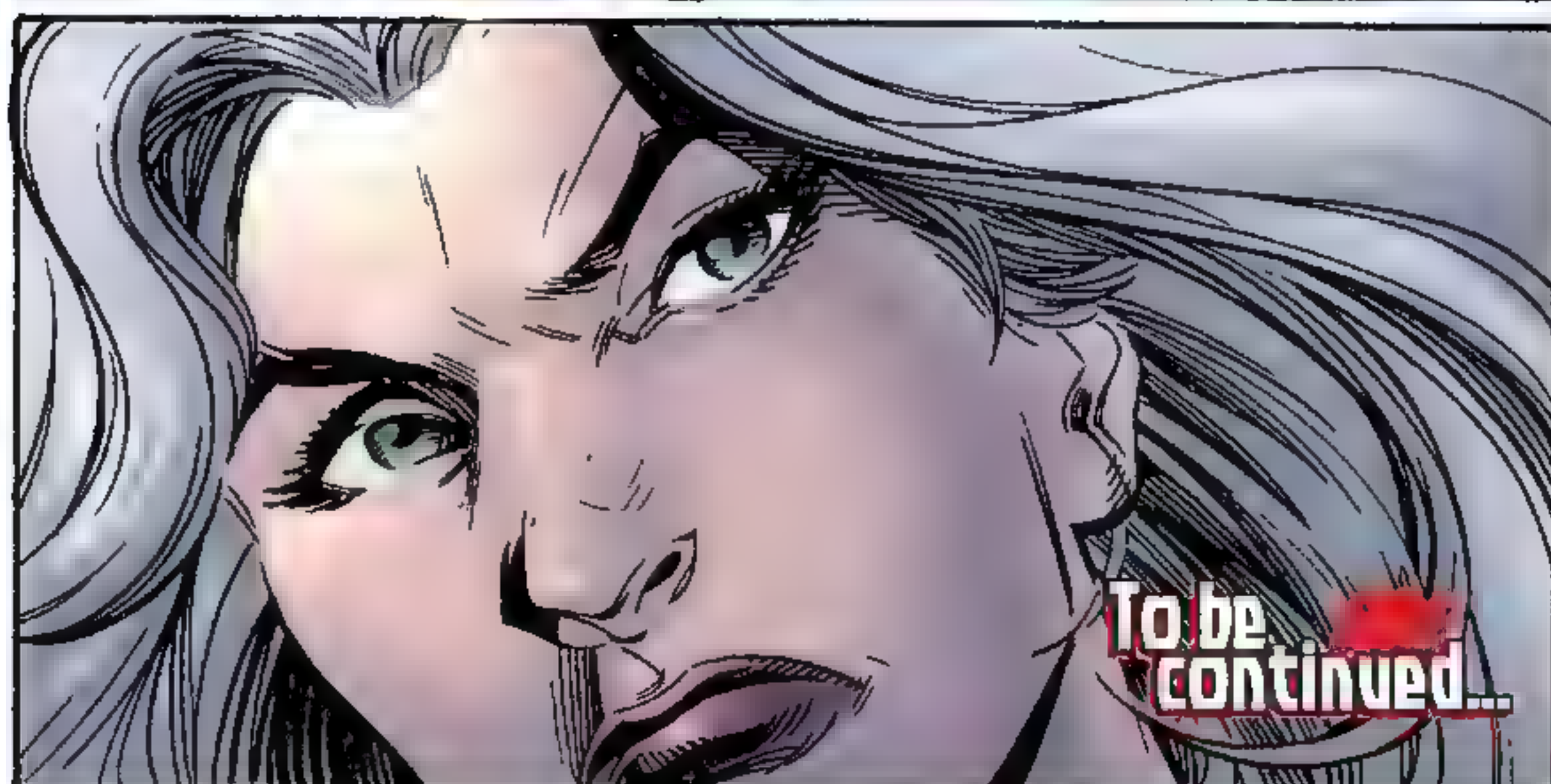












ULTIMATE SPIDER-MAN

NEXT



**THE
ORIGIN OF
SILVER
SABLE!**

JOHN BARBER & NICOLE WILEY
ASSISTANT EDITORS

RALPH MACCHIO
EDITOR

JOE QUESADA
CHIEF

ULTIMATE SPIDER-MAN
c/o MARVEL COMICS

417 5TH AVE., NEW YORK, NY 10016

If you don't want your name and address printed, please
let us know. Letters may be edited for content and length.

E-MAIL:
ULTIMATEOFFICE@MARVEL.COM
MARK LETTERS AND E-MAIL
"OKAY TO PRINT"

What are you doing, Vision? What are all these lights?

I'm simply reading every book and every word your world has to offer, Doctor Wilson. Tuning into every thought and conversation for a hint of how we'll stop the coming of Gah Lak Tus.

"What a *species* you are-- so new and yet so clever. Your exponential learning curve is like nothing I've encountered.

"Did you realize that humanity has made more advances in the last five decades than in the previous five billion years combined?"

"Incredible."

VISIONS

5 OF 6

MARV MILLAR
WRITER
JOHN ROMITA JR.
PENCILS
JIMMY PALMIOTTI
INKS

JUNE CHUNG
COLORS

CHRIS ELIOPoulos
LETTERS

AMANDA CONNER, JIMMY PALMIOTTI & PAUL THOMAS
COVER

JOHN BARBER NICOLE WILEY
ASSISTANT EDITORS

RALPH MACCHIO
EDITOR

JOE QUINLAN
EDITOR IN CHIEF

DAN BUCKLEY
PUBLISHER





"I can see everything, Sam, and understand why you would do anything to preserve this little species."

"I see their music and their art, their literature and their laughter. Their kindness, their beauty..."



"...and all their secret passions."

How can you just meditate at a time like this?

I ain't afraid to die, Jeannie. God's honest truth, it's been a long time comin'.



You come down here for anythin' in particular?



I was just thinking, Logan. If these dreams I've been having are correct, if all these visions of total extinction are completely on the money...

Well, I don't want to die wishing there was something I'd said to the people who, y'know...*really* matter.



RECORD





SON OF

VULTURON